

TOWN OF BEDFORD
September 12, 2016
PLANNING BOARD
MINUTES

A meeting of the Bedford Planning Board was held on Monday, September 12, 2016 at the Bedford Meeting Room, 10 Meetinghouse Road, Bedford, NH. Present were: Jon Levenstein (Chairman), Harold Newberry (Vice Chairman), Chris Bandazian (Town Council), Rick Sawyer (Town Manager), Jim Stanford (Public Works Director), Karen McGinley, Philip Cote, Melissa Stevens (Town Council Alternate), Jim Scanlon (Alternate), Charlie Fairman (Alternate), Mark Connors (Assistant Planning Director), and Becky Hebert (Planning Director)

I. Call to Order and Roll Call

Chairman Levenstein called the meeting to order at 7:00 p.m. and introduced members of the Board. Mac MacMahan, Alex Rohe and Alternate Rene Pincince were absent. Jim Scanlon and Charlie Fairman were appointed voting members. Mr. Connors reviewed the agenda.

II. Old Business - Continued Hearings: None

III. New Business - Application Acceptance and/or Public Hearings on Applications:

1. Jeffrey Falvey (Owner) and Kevin Shea (Owner) – Request for final approval of a lot line adjustment between Lots 9-01-51 and 9-01-52 at 67 Ministerial Branch and 71 Ministerial Branch, Zoned R&A.
2. Susan and Edward Ranger and Heidi Newbold (Owners) and Joseph O’Brien and Lisa Markewicz (Owners) – Request for final approval of a lot line adjustment between Lots 19-39 and 19-42-10 at 231 North Amherst Road and 41 Strafford Lane, Zoned R&A.
3. Eversource Energy (Owner) – Request for final site plan approval for improvements to the Eversource Bedford Area Work Center to include a garage facility, paved stock area, and gravel emergency marshalling area at 12 Bellemore Drive, Lots 1-33-2 and 1-33-3, Zoned SI.
4. Encore Retail, LLC (Applicant), ER Bedford, LLC (Owner) – Request for final site plan approval of ‘Market and Main,’ a 355,708 square foot mixed use development including a cinema, parking garage, retail, office, medical office, hotel, and restaurant uses, with associated access, parking, and site improvements, at 125 South River Road (former Macy’s site), Lot 12-33 & 12-33-1, Zoned PZ.

IV. Concept Proposals and Other Business:

5. The Planning Board will review and comment on the proposed Capital Improvements Plan (CIP) for 2017.

Mr. Connors stated Eversource Energy has asked to be moved to the fourth item on the agenda. For the new business items the applications are complete, abutters have been notified; it is the opinion of Planning Staff that none of the items are of regional impact, and the agenda is ready for the Board's acceptance.

MOTION by Ms. McGinley to approve the agenda as amended. Councilor Bandazian duly seconded the motion. Vote taken – all in favor. Motion carried.

- 1. Jeffrey Falvey (Owner) and Kevin Shea (Owner) – Request for final approval of a lot line adjustment between Lots 9-01-51 and 9-01-52 at 67 Ministerial Branch and 71 Ministerial Branch, Zoned R&A.**

A staff report from Mark Connors, Assistant Planning Director, dated September 12, 2016 as follows:

I. Project Statistics:

Owners: Jeffrey Falvey and Kevin Shea
Proposal: Lot line adjustment
Location: 67 and 71 Ministerial Branch, Lots 9-01-51 and 9-01-52
Existing Zoning: "R&A" – Residential & Agricultural District
Surrounding Uses: Residential

II. Background Information:

Both properties involved in this application are single-family homes situated on lots of approximately 1.15 acres located on Ministerial Branch. The properties are abutted by single family homes along Ministerial Branch, situated on parcels of similar size, and a large open space parcel to the east.

The home at 67 Ministerial Branch (lot 9-01-51) was built in 1984. In 1986, the Town approved a building permit to construct an in-ground swimming pool and pool house at the property. At that time, the Town did not require a survey to verify the siting of these facilities, and the pool and pool house were partially constructed within the 25-foot rear minimum setback. The proposed lot line adjustment does not alter the rear setback or make the pool and pool house less conforming. The home at 71 Ministerial Branch (lot 9-01-52) was built in 1969.

III. Project Description:

The purpose of this plan is to relocate the lot line between Lot 9-01-51 and 9-01-52 to transfer "parcel A" (2,932 square feet) from Lot 9-01-51 to Lot 9-01-52 and "parcel B" (also 2,932 square

feet) from Lot 9-01-52 to Lot 9-01-51. Since the area of exchange between the two parcels is equivalent, the overall size of both lots will not be altered.

Area of Parcels for Adjustment

Lot	Existing	Proposed	Change
9-01-51	1.145	1.145	None
9-01-52	1.146	1.146	None

The minimum lot size in the Residential Agricultural District is 1.5 acres. The two lots in question are pre-existing non-conforming in regard to minimum lot size. The minimum frontage is 150 feet. Since part of the area proposed for transfer from Lot 9-01-51 to Lot 9-01-52 is located along the front of the property line, the frontage for Lot 9-01-51 will be reduced from 200 feet to 164 feet. However, this still meets the Town's frontage requirement for the R&A zoning district.

IV. Waivers:

The applicants request waivers from the following sections of the Bedford Land Development Control Regulations:

- Section 218.1.11: Topographic Survey
- Section 218.1.12: High Intensity Soil Survey
- Section 218.1.13: Wetland Mapping
- Section 231.2.1: Lot size by soil type
- Section 231.2.2: Minimum Buildable Areas

Since these requirements are typically oriented toward the creation of new lots, and since this application will not impact the lot size of either parcel, Planning Staff would recommend the Planning Board grant the waivers for all of the above requirements.

Staff is recommending that the owner of Lot 9-01-51 file an Equitable Waiver application with the Zoning Board of Adjustment as a condition of approval (Condition #2) to allow the existing pool house and a portion of the swimming pool within the 25-foot rear yard minimum setback.

V. Staff Recommendations:

The Planning Staff recommends that the Planning Board grant final approval of the lot line adjustment plan for Jeffrey Falvey and Kevin Shea, Lots 9-01-51 and 9-01-52, Zoned R&A as shown on plans by Sandford Surveying and Engineering, last revised May 12, 2016, with the following precedent conditions to be fulfilled within one year and prior to plan signature and the remaining conditions to be fulfilled as noted:

1. The Planning Director and Public Works Director shall determine that the Applicant has addressed all technical review comments to the Town's satisfaction.

2. *Approval is conditioned on the owner of Lot 9-01-51 filing an Equitable Waiver application with the Bedford Zoning Board of Adjustment to allow the existing pool house and a portion of the pool within the 25-foot rear yard minimum setback.*
3. *All recording fees shall be submitted to the Planning Department at the time of recording.*
4. *A letter shall be submitted to the Planning Department by a Licensed Land Surveyor certifying that all boundary monumentation has been set as noted on the approved plan, or the boundary monumentation may be set and shown on the plan.*

Raymond Shea, Sandford Surveying and Engineering, was present to address this lot line adjustment request. Mr. Shea stated this is a lot line adjustment between two properties located on 67 and 71 Ministerial Branch. Both properties are just about 1.1 acres, they both have 200 feet of frontage, and they were created back in the late 1960's. Right now basically each lot is identical, same width, same length, and area, and the proposal is to move the lot line to the right, closer to the Falvey property driveway, and then angle along the driveway and then to the left to the back line. The proposal is to keep the lot areas the same so it would be swapping two equal pieces of land, and the main reason is as you drive up Mr. Falvey's driveway and you get to the end, it ends right at the existing property line, and if you drive up there and look, this area at the lot line appears to be part of his property. He got together with the neighbor, Kevin Shea, and they have agreed to adjust this line so that the land as it is used now will actually be on the right properties. Just for the record, I am no relation to Kevin Shea. There is a pool and pool house behind Mr. Falvey's house; he purchased the property I think in 2011, and the pool has been in there since about 1986, built a little too far back over the lot line, so one of the conditions of approval was to go to the Zoning Board of Adjustment and get some relief for the existing location of the pool and pool house. We have asked for some waivers for items we feel don't pertain to the lot line adjustment.

Councilor Bandazian asked what kind of monumentation do we require for an irregular lot line like this? Ms. Hebert replied there would be a bound and iron pin set at each change in direction. You can see the bold, black circles on the plan that represent a new pin. Mr. Shea stated it would be bound out by the road and at each change there will be an iron pin and a pin at the back. It will be well monumented.

Town Manager Sawyer asked why not just a straight line from front to back? Why put the bend in it? Does it not get you enough distance away from the driveway? Mr. Shea replied yes; it just didn't quite work out. We tried a couple of straight lines; it just didn't do what the property owners were trying to get it to do. We know in the past the Board doesn't really like a lot of jogs in the lines but we felt this was reasonable enough. The beginning followed the edge of the driveway and then it angled over and gave them the room out back for the area that he would like to use, basically as they are using now, that is over the property line.

Chairman Levenstein asked for comments or questions from the audience. There were none.

Chairman Levenstein stated I assume you are asking for these waivers because none of them are really applicable. Mr. Shea replied that is correct, and the lots are older lots and they don't meet some of these anyway.

MOTION by Ms. McGinley that the Planning Board approve the waivers from the Bedford Land Development Control Regulations Section 218.1.11: Topographic Survey, Section 218.1.12: High Intensity Soil Survey, Section 218.1.13: Wetland Mapping, Section 231.2.1: Lot size by soil type, and Section 231.2.2: Minimum Buildable Areas. Vice Chairman Newberry duly seconded the motion. Vote taken - all in favor. Motion carried.

MOTION by Ms. McGinley that the Planning Board grant final approval of the lot line adjustment plan for Jeffrey Falvey and Kevin Shea, Lots 9-01-51 and 9-01-52, Zoned R&A as shown on plans by Sandford Surveying and Engineering, last revised May 12, 2016, with the following precedent conditions to be fulfilled within one year and prior to plan signature and the remaining conditions to be fulfilled as noted:

- 1. The Planning Director and Public Works Director shall determine that the Applicant has addressed all technical review comments to the Town's satisfaction.**
- 2. Approval is conditioned on the owner of Lot 9-01-51 filing an Equitable Waiver application with the Bedford Zoning Board of Adjustment to allow the existing pool house and a portion of the pool within the 25-foot rear yard minimum setback.**
- 3. All recording fees shall be submitted to the Planning Department at the time of recording.**
- 4. A letter shall be submitted to the Planning Department by a Licensed Land Surveyor certifying that all boundary monumentation has been set as noted on the approved plan, or the boundary monumentation may be set and shown on the plan.**

Councilor Bandazian duly seconded the motion. Vote taken - all in favor. Motion carried.

- 2. Susan and Edward Ranger and Heidi Newbold (Owners) and Joseph O'Brien and Lisa Markewicz (Owners) – Request for final approval of a lot line adjustment between Lots 19-39 and 19-42-10 at 231 North Amherst Road and 41 Strafford Lane, Zoned R&A.**

A staff report from Mark Connors, Assistant Planning Director, dated September 12, 2016 as follows:

I. Project Statistics:

Owners: Susan and Edward Ranger and Heidi Newbold and Joseph O'Brien and Lisa Markewicz

Proposal: Lot line adjustment

Location: 231 North Amherst Road and 41 Strafford Lane, Lots 19-39 and 19-42-10

Existing Zoning: "R&A" – Residential & Agricultural District

Surrounding Uses: Residential

II. Background Information:

Lot 19-39 is an undeveloped 17.1-acre parcel. The lot includes 357 feet of frontage along North Amherst Road but is largely oriented north toward Strafford Lane where it abuts three residential parcels.

Lot 19-42-10 is a 1.97-acre parcel containing a single-family home. In January 2014, the Zoning Board of Adjustment granted the owners of Lot 19-42-10 an Equitable Waiver to allow a swimming pool within the 25-foot minimum rear setback.

III. Project Description:

The purpose of this plan is to relocate the lot line between Lot 19-39 and 19-42-10 to transfer “parcel A,” an area of 1,285 square feet, from Lot 19-39 to Lot 19-42-10. In increasing the size of the parcel at 41 Strafford Lane, this adjustment would provide the owners of Lot 19-42-10 a larger setback distance between their swimming pool and the property line with Lot 19-39. It would also address an encroachment of a metal fence and retaining wall which currently extends from Lot 19-42-10 to Lot 19-39. The adjustment will keep the fence and retaining wall fully within Lot 19-42-10.

Area of Parcels for Adjustment

Lot	Existing	Proposed	Change
19-39	17.1	17.1	-0.029
19-42-10	1.97	2.00	+0.029

The minimum lot size in the Residential Agricultural District is 1.5 acres. Both properties will continue to meet this requirement. The frontages of both parcels will not be impacted by this adjustment. This adjustment will have the impact of making Lot 19-42-10 more conforming to the 25-foot rear minimum setback in the R&A District.

IV. Waivers:

The applicants request waivers from the following sections of the Bedford Land Development Control Regulations:

Section 218.1.5: Accurate Boundary Survey of the westerly and southerly lines of Lot 19-39

Section 218.1.11: Topographic Survey

Section 218.1.12: High Intensity Soil Survey

Section 218.1.13: Wetland Mapping

Section 231.2.1: Lot size by soil type

Section 231.2.2: Minimum Buildable Areas

Since these requirements are typically oriented toward the creation of new lots, and since this application concerns a very small area on the far northeast portion the larger lot (Lot 19-39) and the smaller lot (Lot 19-42-10) is increasing in area, Planning Staff would recommend the Planning Board grant the waivers from all of the above requirements.

V. Staff Recommendations:

The Planning Staff recommends that the Planning Board grant final approval of the lot line adjustment plan for Susan and Edward Ranger and Heidi Newbold and Joseph O'Brien and Lisa Markewicz, Zoned R&A as shown on plans by Sandford Surveying and Engineering, last revised July 20, 2016, with the following precedent conditions to be fulfilled within one year and prior to plan signature and the remaining conditions to be fulfilled as noted:

- 1. The Planning Director and Public Works Director shall determine that the Applicant has addressed all technical review comments to the Town's satisfaction.*
- 2. All recording fees shall be submitted to the Planning Department at the time of recording.*
- 3. A letter shall be submitted to the Planning Department by a Licensed Land Surveyor certifying that all boundary monumentation has been set as noted on the approved plan, or the boundary monumentation may be set and shown on the plan.*

Raymond Shea, Sandford Surveying and Engineering, was present to address this lot line adjustment request. The two properties involved; one is 41 Strafford Lane, it has an existing house, it is the last house on the right as you go down Strafford Lane and get to the cul-de-sac, and it is approximately 1.9 acres. The other property is a vacant piece of land that has frontage on North Amherst Road and is approximately 17.1 acres. A few years ago we were working for the Ranger's and determined that Mr. O'Brien's pool was built too far back on his property. I believe they submitted a plot plan, and when they got their pool permit, they just didn't measure correctly when they constructed the pool, so we worked with Mr. O'Brien to get an equitable waiver for the pool, which is a structure, which was too close to the lot line, and both landowners talked off and on about how to resolve the fence and the retaining wall that encroached. Just recently they came to the agreement to adjust the lot line, and Mr. Ranger is giving about 15 feet from the retaining wall to allow maintenance of the retaining wall and fence. It is about 1,200 square feet, it is a very small piece of land and that would increase the Strafford Lane property to just over 2 acres and decrease the 17.1 acre property by 0.02 acres. It is very little impact to either property, but it gives 41 Strafford Lane the ability to have their retaining wall and fence on their property. There are similar waivers as in the first application. The lot line adjustment doesn't affect any buildable areas or wells or septic systems or the lot size requirements for either property.

Mr. Stanford asked is it necessary to do the lot line adjustment; is it something where an easement could have been done? Mr. Shea replied they talked about that, which took three years to do. They went back and forth but they just felt in the end it would be cleaner for future sales or future mortgages if there was no easement and it was actually contained on the property. It is not the most attractive lot line adjustment, however, I think it is going to be cleaner in 20 years having to deal with an easement, and if there was a transfer of property, and you know the way mortgages and banks are, so that is why they decided to do this. The initial discussions were easements, but it just seemed cleaner this way. Ms. McGinley stated it may also have involved concern about liability because with easements you still own the land and here they would not. Mr. Shea responded that's correct.

Town Manager Sawyer stated could you speak to the first waiver about why you don't want to do the complete survey. Mr. Shea replied the property line that we hadn't surveyed is the westerly line along the old abandoned road just doesn't pertain to this area. We have done a couple of lot line adjustments with this lot on this side and the Board has granted that waiver, and it would be considerable cost to survey that line for this lot line adjustment. So I think if this property ever comes back for anything else, you will see it surveyed. Chairman Levenstein stated and the other waivers are pretty much what we discussed in the earlier application. Mr. Shea responded yes, they are the same waiver requests.

Chairman Levenstein asked for comments or questions from the audience. There were none.

MOTION by Ms. McGinley that the Planning Board approve the waivers from the Bedford Land Development Control Regulations Section 218.1.5: Accurate Boundary Survey of the westerly and southerly lines of Lot 19-39, Section 218.1.11: Topographic Survey, Section 218.1.12: High Intensity Soil Survey, Section 218.1.13: Wetland Mapping, Section 231.2.1: Lot size by soil type, and Section 231.2.2: Minimum Buildable Areas. Vice Chairman Newberry duly seconded the motion. Vote taken - all in favor. Motion carried.

MOTION by Ms. McGinley that the Planning Board grant final approval of the lot line adjustment plan for Susan and Edward Ranger and Heidi Newbold and Joseph O'Brien and Lisa Markewicz, Zoned R&A as shown on plans by Sandford Surveying and Engineering, last revised July 20, 2016, with the following precedent conditions to be fulfilled within one year and prior to plan signature and the remaining conditions to be fulfilled as noted:

- 1. The Planning Director and Public Works Director shall determine that the Applicant has addressed all technical review comments to the Town's satisfaction.**
- 2. All recording fees shall be submitted to the Planning Department at the time of recording.**
- 3. A letter shall be submitted to the Planning Department by a Licensed Land Surveyor certifying that all boundary monumentation has been set as noted on the approved plan, or the boundary monumentation may be set and shown on the plan.**

Councilor Bandazian duly seconded the motion. Vote taken - all in favor. Motion carried.

Chairman Levenstein stated the applicant for Item 3, Eversource Energy, has asked to be heard after the Encore Retail application.

- 4. Encore Retail, LLC (Applicant), ER Bedford, LLC (Owner) – Request for final site plan approval of 'Market and Main,' a 355,708 square foot mixed use development including a cinema, parking garage, retail, office, medical office, hotel, and restaurant uses, with associated access, parking, and site improvements, at 125 South River Road (former Macy's site), Lot 12-33 & 12-33-1, Zoned PZ.**

A staff report from Becky Hebert, Planning Director, dated September 12, 2016 as follows:

I. Project Statistics:

Owner: ER Bedford, LLC
Applicant: Encore Retail, LLC
Proposal: Market and Main – a mixed use development
Location: 125 South River Road (former Macy's)
Existing Zoning: "PZ" –Performance Zone
Surrounding Uses: Retail, Goffe Mill Plaza, Office & Interstate 293

II. Background Information:

The former Macy's building was constructed in 1966 by Jordan Marsh and remained largely unchanged with the exception of the name change to Macy's in 1996. When it was built, Jordan Marsh represented one of the largest commercial developments in Bedford. The building was recently demolished but included approximately 175,500 square feet of retail space. In 2002, the Carrabba's restaurant was added to the site.

In 2008, the Planning Board reviewed plans for the demolition of approximately 40,000 square feet of the existing Wayfarer Inn and construction of approximately 138,000 square feet of additional retail space on a portion of this and the existing Macy's site for a shopping center with 370,000 square feet of retail space between the two properties. This plan was never finalized and the Wayfarer site was redeveloped separately.

On November 16, 2015, the Planning Board reviewed a concept plan for the proposed "Bedford Place at South River Road."

On April 11, 2016, the Planning Board reviewed a concept plan for the proposed "Bedford Place at South River Road" which has been renamed to "Market and Main" to address an E-911 conflict with the existing Bedford Place office park.

III. Status of Site Plan Review:

A copy of the latest VHB memo has been attached for your review. Staff met with the Applicant last week to discuss the comments and the plans are in the process of being revised. The Applicant also submitted a revised off-site mitigation plan on September 2nd and responded to VHB traffic comments on September 7th. The updated plans and traffic study are currently being reviewed by staff and VHB.

IV. Project Description:

The "Market and Main" site plan includes the redevelopment of the former Macy's site into a mixed use lifestyle center. The project consists of nine buildings comprising a total of 355,708 square feet, containing the following uses:

- 55,796 square foot cinema (1200 seats);

- 33,391 square feet of restaurant space;
- 112,791 square feet of retail space;
- 49,750 square feet of general office;
- 51,300 square feet of medical office; and
- 52,680 square foot hotel (125 rooms).

Market and Main, with its higher density more urban design, will be the first development of its kind in Bedford and is one of the first in New Hampshire, though it is part of a national trend toward more mixed-use, pedestrian-oriented activity centers. Developments with some similar design concepts in the general area include the Market Street development in Lynnfield, Mass. and the Third Avenue and The District developments in Burlington, Mass. The project represents a strong step toward realizing the town Master Plan goals of creating “higher density mixed-use development along the River Corridor,” as well as a more “pedestrian-oriented environment.”

Site Layout

The site layout creates a density not typically seen along the South River Road corridor in Bedford and the Applicant has applied for several waivers to reduce the building setbacks to accommodate the layout. (waiver #2). The Applicant is also requesting a waiver for lot coverage (waiver #1). Typically 75% lot coverage is permitted in the Performance Zone and the site will have an 84% lot coverage. Staff does not object to this waiver, as the site plan provides more pervious surface than the existing Macy’s site and the lot coverage is decreasing from 88% to 84%.

There are two large retail buildings (Buildings C & D) in the center of the property which create the main shopping area and a third retail building (Building A) along the South River Road frontage to the north of the site driveway. The site plan includes two stand-alone restaurants (Buildings B & F), a four story office building (Building H), and a four story hotel (Building J) to the rear of the site along Interstate 293. The two main retail buildings are aligned to create an intersecting main street with a variety of storefronts along facing internal sidewalks and streets. The largest retail building and the office building will connect to a four level parking garage. The retail building at the site entrance will also have an attached two level parking deck. The existing Carrabba’s restaurant (Building E) will remain on a separate lease lot and will be integrated into the new development as much as possible.

To accommodate the proposed layout, the Applicant has applied for waivers from the Town’s Performance Zone setback requirements for the following structures:

- *Building A is the retail building closest to South River Road. The structure is located 14.8 feet from the front lot line where 36 feet is required. There is also an existing retaining wall along the front property line (north of the site driveway) between the proposed building and the roadway. The town has an easement, which is approximately 15 feet wide extending along the South River Road right-of-way, for maintenance and access to the retaining wall. A corner of building A is located very close to the easement and VHB is recommending that documentation be provided to confirm that the building footings are located outside of the easement area. The town will need to be able to access the retaining*

wall for construction/repairs in the future. It should also be noted that the location of the parking garage next to the easement creates a depression approximately 8 feet deep between the retaining wall and the upper deck of the parking garage. However, the upper level of the garage will appear to be at grade with the roadway and the lower level will not be visible from South River Road. Staff has some concerns regarding the narrow depression between the roadway and the parking garage and is also concerned with the Town's ability to access the retaining wall.

- Parking Deck for Building A: A waiver is also needed for the proposed parking deck adjacent to building A to allow a front setback of 8 feet for a proposed retaining wall where 24 feet is required and a side setback of 4 feet where 12 feet is required.
- Building D is the retail building on the south side of Market Street (closest to Upjohn Street). The waiver is to allow a front setback of 20.7 feet where 60 feet is required. Staff does not object to the waiver because the setback is measured from Upjohn Street which terminates approximately 320 feet east of South River Road and the building is setback 325 feet from South River Road.
- Building J is the proposed hotel. The waiver request is to allow a rear setback (along right-of-way to Interstate 293) of 19.5 feet where 73 feet is required. Staff has no objections to this waiver but has asked that notes be added to the plan to preserve and protect the existing DOT fence along the right-of-way. Any encroachments into the right-of-way for construction will need temporary easements or permission from the DOT.
- Main Parking Garage: The main parking garage also needs a waiver to allow a side setback of 4 feet where 20 feet is required. Staff does not object to this waiver but has commented that temporary construction easements may be needed from the adjacent property owner.
- Retaining wall: Portions of the proposed retaining wall along the rear of the property are taller than 6 feet and located partially within the rear setback. Staff does not object to this waiver because the retaining wall is at a lower elevation than Interstate 293.

Access, Circulation and Parking

Primary access to the site will be through the former Macy's site driveway. This driveway creates a four-way intersection with South River Road and the Interstate 293 off-ramp and also serves as the primary entrance to the Whole Foods store, Goffe Mill Plaza and Carrabba's. The driveway provides for two-way traffic from South River Road to the intersection of Main Street and Market Street (driveway to Whole Foods). Beyond this internal intersection, Main Street will be one-way with angled on-street parking. Vehicles can reverse direction by looping around the "town green" next to Building B or cutting through a parking lot or parking garage. A secondary two-way access drive will extend from Upjohn Street along the side and rear of the site to connect with Goffe Mill Plaza and the Bedford Mall. The Upjohn Street extension includes some minor improvements and realignment of the existing driveway on the Goffe Mill Plaza property and the Applicant will need an easement. The Applicant will be installing directional signage throughout the site to identify delivery routes, parking, and provide wayfinding for people entering and exiting

the development. The Applicant should review the general flow of traffic through the site along with the proposed delivery routes with the Board.

Section 322.3 of the Land Development Control Regulations allows for the use of shared parking on mixed use sites to avoid excess pavement when a project has varying peak demands for parking. The LDCR requires that a shared parking analysis be prepared to evaluate the various uses and parking demands. The results of this study are used to determine the maximum number of parking spaces. The Applicant has submitted a shared parking analysis (see attached) which was prepared using the Urban Land Institute procedures. The study estimates that the project will have a maximum parking demand during weekday peak hours of 1,157 spaces and a peak demand on the weekend of 1,125 spaces. The plan includes 1,188 parking spaces, including 38 accessible spaces (24 required). If parking demand was determined using the Town's parking standards, approximately 2,000 spaces would be required.

VHB has reviewed and commented on the parking analysis. Most of the comments have been addressed but they still have concerns with adjustments that have been made for the noncaptive market, which is an adjustment that is made to account for employees of adjacent office and retail buildings or people otherwise already counted as being parking for the day. The Applicant should address this comment and provide additional detailed information to support the 10-15% adjustment in parking. The Town's parking standards typically requires 4 spaces per 1,000 square feet of gross floor area for a shopping plaza and the proposed parking ratio is approximately 3.3 per 1,000 square feet. The Board should discuss the shared parking analysis with the Applicant to gain a better understanding of how this site compares with similar mixed use developments.

The parking spaces are distributed throughout the site with 574 surface parking spaces and 614 spaces in the parking garages. All parking will be free of charge and there are no reserved or dedicated parking spaces within the development, aside from the ADA spaces. Accessible spaces will also be distributed throughout the site and are in compliance with ADA standards.

The main parking area between building A and building C will be a stamped concrete with a speed table integrated into a wide pedestrian route linking the village green with building C. The speed table and textured pavement will help to calm traffic, as this is also a primary vehicular route for traffic reversing direction around the loop drive or crossing through the parking lot. The Board should review the stamped concrete and discuss the proposed color and pattern, as this will also be very visible from South River Road.

In many locations pedestrians will need to walk from a parked vehicle through the parking lot, often in the parking aisle or travel lane to access the shops and sidewalks within the development. This isn't uncommon in shopping plazas, but the Board should be aware of the pedestrian traffic crossing through the parking lots and internal streets to access the more pedestrian friendly shopping areas. New sidewalks will also be provided along Upjohn Street and Market Street to connect with existing sidewalks on South River Road and a sidewalk connection will be provided to behind the Whole Foods building.

Staff will be recommending that an internal traffic control plan be provided to demonstrate how access will be maintained to the Goffe Mill Plaza and Carrabba's during all phases of

construction. These businesses will be open during construction and will need to share the main driveway.

Traffic

A detailed traffic study was completed for this project, which is currently under review by VHB. The applicant will provide a presentation on the traffic impacts and solutions at the hearing and VHB's comments will be distributed as soon as they are available. The Town received an updated offsite improvement plan on Friday, September 2nd which is also under review. A representative from VHB will be present at the meeting to answer questions and the Applicant has prepared a model for the Board to view which will help to visualize the traffic impacts and site circulation.

The traffic study included the following intersections:

- 1) South River Road / Palomino / Washington Place*
- 2) South River Road / Kilton / Bedford Mall*
- 3) South River Road / Goffe Mill Plaza right-in/right-out*
- 4) South River Road / Site Driveway / Interstate 293 off-ramp*
- 5) South River Road / Upjohn Street*
- 6) South River Road / Meetinghouse Road*
- 7) Meetinghouse / Route 101 off ramp / Private drive*

South River Road adjacent to the site currently experiences traffic volumes of approximately 22,000 vehicles per weekday. The traffic study states that the development is expected to generate 425 (183 entering and 242 exiting) new vehicle trips on a weekday during the evening peak hour and 278 (144 entering and 134 exiting) new vehicle trips on a Saturday during the midday peak hour. The trip generation includes credits for the former Macy's store as well as internal capture.

The results of the study indicate that levels of service are generally maintained at all of the intersections with the exception of the South River Road/Site Driveway/Interstate 293 off-ramp and the South River Road/Meetinghouse Road intersections. The no-build volumes cause the queue at the Meetinghouse Road intersection to back up past the Market and Main site driveway during the weekday PM peak hour. The Applicant is proposing to mitigate the back-up by constructing a new right turn lane at the intersection, creating double right turn lanes onto Meetinghouse Road. The right turn lanes will be under a signal control, but will allow a right turn on red after stopping. Impacts at the other signalized intersections will be mitigated through timing adjustments. It should be noted that during times of peak traffic the corridor is congested today, and will continue to be congested even with the proposed mitigation.

To address safety concerns between the site driveway intersection and Kilton Road, median islands will be constructed to restrict movements in and out of the Whole Foods right-in/right-out driveway. The southerly site driveway to Coldstream Office Park will be modified to restrict left turns out and the northerly driveway will be improved to encourage use of this driveway as the main entrance to the office park.

The Upjohn Street/South River Road intersection will be improved with a channelization island to discourage illegal left turns out of the site and a wider radius will be constructed to accommodate truck traffic. Upjohn Street will also be milled, shimmed and overlaid with new pavement and a new sidewalk will be constructed along the north side of the street.

A new pedestrian crosswalk will be provided at the South River Road/site driveway intersection and a sidewalk will be constructed on the west side of South River Road from the site driveway/South River Road intersection to the Woodbury Court driveway. This sidewalk will safely accommodate pedestrians walking to Market and Main from the many office buildings on the west side of South River Road. There is an internal pathway and bridge which connects Woodbury Court to the adjacent office park. If this connection was not constructed, the only way for pedestrians on the west side of South River Road to access the site would be to cross South River Road at the Kilton Road/Bedford Mall driveway.

The town's TIF roadway improvement project was completed this year. The improvements addressed problem intersections along the corridor. The Town deferred final pavement of South River Road between Kilton Road and Meetinghouse Road to allow for the construction of off-site improvements that may be needed as a result of this project. The development will be required to make a fair share contribution (amount to be determined) to mitigate its impacts.

Utilities and Stormwater

The stormwater management system has been designed to meet both the qualitative and quantitative treatment of runoff as required by the town and state. Site drainage is collected via a series of catch basins and is directed to one of four subsurface infiltration and treatment systems. The existing site consists of pavement and a gravel pad where the former Macy's building was located. There are no modern stormwater treatment systems on the lot and the proposed design will be an improvement over existing conditions. The site design also has no net increase in impervious area, the existing lot coverage is 88% and the proposed lot coverage is 84%. A full stormwater report has been prepared and reviewed by VHB. VHB had no objections to the overall design and only minor technical comments need to be addressed. The project will also be reviewed by NHDES as part of the Alteration of Terrain permit.

The proposed drainage system discharges to Bowman Brook at the northeast of corner of the site. Bowman Brook is a tributary to the Merrimack River and a small portion of the property is located within the floodplain associated with the brook, but all proposed improvements and grading are located above the flood elevation. The proposed outfall into Bowman Brook will likely become an MS4 regulated outfall. Staff will be recommending that the Applicant provide a maintenance plan with requirements for reporting to the Town to ensure the system is being maintained properly.

The site is served by municipal water (Manchester Waterworks) and sewer. Payment of a sewer accessibility fee will be required for the increased flows. The Applicant has been reviewing the utility plan with Manchester Waterworks and as a condition of approval will need to provide documentation of their approval of the plans.

An existing town sewer line and drain line crosses through the rear of the property. A service road has been provided at the northeast corner of the lot. The road needs to be modified to provide access to all three manholes along the rear lot line and the road needs to accommodate a cleaning/jet truck.

Several utility easements need to be relocated or extinguished as part of this plan and the Applicant has provided a draft Easement Plan. As a condition of approval, copies of the easement documents will need to be provided along with the necessary documents to extinguish the old easements.

Electric and telecommunication utilities will be placed underground with the exception of a service line off of Upjohn Street (see waiver #6) which will remain overhead for approximately 40 feet to a transformer and then underground to the hotel. Staff has no objection to this waiver.

There is very little room for snow storage on the site and the Applicant has stated that snow will be trucked off site. The Planning Board should review snow storage and removal procedures with the Applicant to clearly describe how snow removal operations will work. A snow storage and removal plan should be provided as a condition of approval.

The Applicant should also review trash removal and loading procedure with the Board so the members can understand how trash removal will work. Several businesses will use roll-out carts for trash removal and there is very little room for additional dumpsters to be installed after-the-fact.

Architecture

The architecture is not yet complete and the Applicant will be applying for final architectural approval under a separate application(s) once the tenants are finalized for each building (see attached letter from the architect). It is not anticipated that the building footprints will change, but the building facades cannot be finalized until the major tenants are known.

The proposed architectural style for Market and Main is largely contemporary in nature with varying textures, colors and materials. This contrasts significantly from the historic buildings across the street. Although staff does not object to the modern design, in general we would recommend incorporating more traditional building materials (clapboard, brick, stone veneers, etc.) to better integrate the development into the South River Road corridor.

- *Building A is a retail structure with an attached two-level parking deck with 138 total parking spaces. The architectural concept consists of a one-story 14,028 square-foot building with an elevated combination hip and gable metal roof. The building, which is oriented to the north with the main entrance facing the parking deck, is located closest to South River Road than any other building. The fiber cement panel siding is in a variety of brown palettes with white trim. The concept is relatively traditional as compared to the more modern architectural concepts presented for other structures in the development.*

As the most prominent and highly visible structure in the development when viewed from the South River Road corridor, Planning Staff would emphasize the importance of high quality exterior

building materials and carefully considered architectural details. Staff would also recommend the structure have a stronger pedestrian orientation in relation to both the proposed Main Street and South River Road corridors. As currently proposed, the structure does not include any access or pedestrian-scaled windows fronting either South River Road or the main driveway.

- *Building B is situated on the northeast corner of the proposed Market and Main Streets intersection southwest of Building A. The architectural concept includes a one-story restaurant structure with outdoor patio seating for approximately 32. Like Building A, Building B includes several traditional architectural elements, including a low slope mansard roof, an eyebrow dormer window, and prominent columns. At 3,500 square feet, it is by far the smallest building in the Market and Main development. The northern façade of the structure opens on to a “Village Green” area, the main outdoor gathering place proposed for the development.*

Planning staff believes that the structure’s small size and scale will provide an attractive contrast to the much larger buildings it surrounds. Again, staff is concerned that the structure’s lack of windows fronting Main Street could detract from the pedestrian-oriented nature of the development. A more contemporary architectural style featuring full length windows along the Main Street frontage may be more consistent with the other proposed buildings in the development and appropriate for a highly visible and highly trafficked site.

- *Building C, at approximately 115,000 square feet, is by far the largest structure in the Market and Main development. The building includes seven tenant spaces (four of which front Main Street), access to the development’s main parking garage via Main Street, and a cinema (largely housed on the structure’s second floor). A series of first story façade elevation variations attempt to minimize the massing of the structure and mimic more urban storefronts. The second story metal mesh siding includes highly conspicuous multi-color lighting strips integrated into the facade. The structure is sited close to Main Street with floor-to-ceiling windows and patio seating to foster a downtown- or town center-like effect.*

Provided the structure’s large size and massing, planning staff would recommend a more traditional building design, architectural details breaking up the massing of the upper level and a strong cornice. Large expanses of the second story façade include no windows. Staff also notes that the proposed multi-color light strips integrated into the second story façade are not consistent with the Planning Board’s approach to signage or building design and could be out-of-character for Bedford.

- *Building D, sited directly across Main Street from Building C. The structure contains two stories totaling 63,982 square feet, includes the second largest building footprint in the development. It includes space for seven different retail, restaurant, and office uses. Architectural concepts depict a fiber cement panel siding with metal canopies, masonry piers and wood textured tile detailing.*

Provided the structure’s relatively large footprint, staff would again emphasize the importance of variation in exterior building materials and elevations. Based on the concept illustrations, Staff

would recommend the use of more muted exterior siding materials in the lower elevation, non-articulated second story central portions of the structure. Staff may also recommend additional architectural ornamentation to help mitigate the appearance of expanses of exterior siding which lack windows.

- *Building E is the existing standalone Carrabba's Restaurant. The applicant is not proposing any architectural changes to the structure at this time.*
- *Building F is a standalone one-story restaurant situated just east of Building D on Main Street. At 6,058 square feet, the restaurant is the second smallest structure in the development (similar in size to the existing Carrabba's Restaurant, which is 6,650 square feet) with outdoor patio seating for 60. The restaurant is sited on the southwest corner of Main and Upjohn Street along a pedestrian alley linking the proposed hotel (Building J) to Main Street. Architectural renders depict a structure with an articulated and elevated corner façade with metal canopies and fiber cement panel and trim.*

Staff believes the structure is well oriented toward Main Street and the pedestrian alley, a feature which could prove to be a unique component of the development. Staff will be interested to view more detailed renderings, but would emphasize the importance of ornamentation to help minimize large exterior expanses which lack windows.

- *Building G is the development's main parking garage and is attached to the development's largest structure, Building C, located along Main and Upjohn Streets. The parking garage is four levels with a 44,528 square foot footprint holding 476 total parking spaces. The applicant has so far only provided concept renderings of the east façade of the garage, which depicts a relatively utilitarian structure with metal siding.*

Planning staff acknowledges the Applicant for the provision of structured parking, without which the development would not be able to enjoy a strong pedestrian emphasis and orientation. Staff is interested to view other elevations of the parking structure, particularly as it appears from the Main, Market and Interstate 293 corridors and how it relates to the architecture of Building C. While staff recognizes that this structure is largely utilitarian in nature, some ornamentation will be needed for the more visible facades. There may also be an opportunity to incorporate public art or other displays into the garage facades to help differentiate the development and add a "Bedford stamp" to it.

- *Building H is a four story office building situated along the far eastern edge of the development along Interstate 293 and the F.E. Everett Turnpike. The structure is 94,031 total square feet with 2,500 square feet provided for a first story café or restaurant use. The concept renderings display a contemporary structure with a mix of brick, metal panel and fiber cement panel exterior siding and prominent windows. A second story skybridge (an enclosed pedestrian walkway) is proposed to traverse Upjohn Street, linking the office building to the main parking structure.*

While planning staff is interested to view more detailed renderings of the office structure, it does appear to include a mix of exterior building materials which should help to mitigate the appearance of its massing (particularly as viewed from the east and west perspectives).

- *Building J is a four-story hotel situated on the southern edge of the development between the Interstate 293 off-ramp and the off-site KinderCare facility. Though largely surrounded by surface parking, the structure is linked to the core Main Street area via a crosswalk over Upjohn Street and a pedestrian alley. Architectural renders depict a contemporary five-story structure with a mix of brick, metal panel, and fiber cement panel exterior siding.*

Staff is interested to see more detailed renderings of the hotel structure, however like Building J, the concept plan does appear to include an attractive mix of exterior materials. Staff also notes an inconsistency in the site plan, which indicates a four story structure in its notes but includes a rendering of a five-story structure.

Landscaping and Lighting

The plan creates an attractive pedestrian environment where internal sidewalks connect the shops, restaurants and other uses within the site. The proposed density and urban nature of the project does not work well with the town's Performance Zone landscaping standards which were designed for more suburban developments and the Applicant has requested several waivers to the Performance Zone landscaping standards (waiver #5).

Landscaping is provided where feasible throughout the site to buffer views from the roadway, break up the expanses of pavement and create an interesting pedestrian environment within the major retail areas. Street trees and decorative planters are proposed along the internal roadways and courtyards. The plan also includes a large village green as central public gathering space. It should be noted that the village green will be constructed with artificial turf but street trees and plantings will surround the green.

The plan proposes narrower internal planting islands in the parking lots than what is typically required but also includes a variety of tree plantings along building facades. Street trees are spaced about 40 feet apart and line the Main Street. To off-set the lack of landscaping islands in the parking lot, the Applicant has increased the size of the proposed street trees and has also agreed to use structural soil to ensure the success of the tree plantings. Also, an existing row of trees along the north side of Upjohn Street will be preserved.

The hardscape elements of the design and street furniture will be very visible and will significantly add to the character of the site. The Applicant should review the proposed materials and colors of these streetscape elements with the Board, including the color and style of concrete pavers, stone planters, seat walls, crosswalks, sidewalks, decorative walls, benches, trash receptacles, pergola, bike racks, etc., so there is a clear understanding of the design and feel of the streetscape. There may be additional opportunities for public art.

Black decorative lantern style light fixtures are proposed along the sidewalks and more traditional downcast cobra head fixtures are proposed in the parking lots.

The Applicant has applied for a waiver (waiver #4) to allow light trespass in excess of 0.1 foot candles in a few locations along the perimeter of the site and to allow up-lighting in the form of LED light strips on Building C as part of the cinema façade. Staff does not object to the minimal light trespass along the perimeter of the property, but strongly objects to the use of the colored light strips on the cinema. The light strips should be reviewed as part of the final design for the building and should not be approved as part of this application.

The existing light poles around the Carrabba's building will also be replaced to match the proposed site lighting.

Signage

None of the proposed freestanding or building signs meet the Town's standards and the Applicant has asked for waiver to the Performance Zone sign standards for the monument, pylon, pedestrian, cinema, site signage and directional signage (waiver #3).

The building-mounted tenant signs will be reviewed together with the architecture at a later date, but the Applicant has provided proposed design guidelines for the tenant signage. The guidelines set a high standard for sign quality, material and mounting styles and allow for layers of signage on the ground level and upper-story retail facades. The permitted signage includes primary signs, supplemental signs, supplemental projecting signs and window graphics. The types of permitted primary signs include standard building mounted signs, canopy, and awning signs. The canopy, awning and window signs are not typically permitted in Bedford. However, in this context, staff does not object to the use these signs and feels they add interest to the streetscape and retail storefronts. The permitted sign allowances are based on the length of storefronts, larger stores would be permitted bigger signs. The Board should discuss with the Applicant the sizes of the signs on the conceptual plans and the various sign types, and provide as much feedback as possible on the design guidelines and general sign placement, style and size of the tenant signage.

In general, Staff is more concerned with signage along South River Road and is less concerned with the signs that are internal to the development, which will be less visible from the roadway. The Board has worked for years to maintain consistency with overall sign area and height along South River Road. Though Staff is cognizant that this proposal is not characteristic of most previous developments along the corridor.

The Applicant is seeking approval for the following signs as part of the sign waiver request (see attached sketches):

- *Pylon Sign: A 25-foot tall freestanding pylon sign with 8 tenant panels is proposed at the site entrance. The sign is double-sided with back lit halo illumination to light the "Market and Main" letters. The tenant panels will be back lit and there appears to be consistency in the design of each tenant panel but it is not clear if the panels will be opaque. The sign is affixed to a fieldstone pillar base and stone retaining wall. Each tenant panel is 15 square feet and the "Market and Main" property identification sign is 15.6 square feet. The overall sign area is 135.6 square feet. Staff recommends that the sign height be reduced to 18 - 20 feet and the tenant panels also be reduced in size. Staff believes the sign is out-*

of-character with other signage along South River Road could be improved by reducing overall height. The largest sign along this section of South River Road is the Bedford Mall pylon sign, which was refurbished when the mall was redeveloped and is 28 feet tall. The PZ sign standards would permit a 10 foot tall, 50 square foot sign. The Board should also require the tenant panels to be opaque. Staff has requested a sketch to illustrate the “night view” of this sign, but it has not yet been submitted by the Applicant. Staff also strongly recommends that the Board review a “night view” of this sign to fully understand the visual impact along the roadway.

- *Freestanding Monument Sculpture Sign: A second freestanding sign is proposed at the north side of the main entrance drive. The sign consists of a double “M” motif (7 feet tall and 11’ 4” wide) mounted to a fieldstone wall with accent lighting. Given that the town has worked to limit freestanding signs along South River Road, Staff questions the need for two signs at the main entrance drive but recognizes that this sign is more artistic than a traditional pylon. The PZ sign standards would permit only one freestanding sign.*
- *Freestanding Monument Sign (hotel and office tenants): A monument sign identifying the hotel and office tenants is proposed along South River Road at the Upjohn Street intersection. The sign is 10 feet tall and mounted to a stone base. There are two sign components mounted side-by-side to the stone base, a hotel tenant sign (22 square feet) and four tenant sign panels for the office tenants (32 square feet). The height of the sign complies with the town’s standards, although the design does not meet the standards for a monument sign (base needs to be wider than the sign face and the hotel sign projects above the base). The overall area is 54 square feet. Staff recommends that this sign be redesigned to meet the town’s standards for monument style signage and that the overall area be reduced to 50 square feet.*
- *Freestanding Monument Sign (hotel): A monument sign is proposed at the entrance to the property off of Upjohn Street (in front of the hotel). The sign is 8’ 6” tall and 25.3 square feet. The hotel tenant panel is mounted to a black base and consists of back-lit letters on an opaque background. A stone wall feature is shown to blend the sign into the landscaping. The stone base will be washed with light. All lighting needs to be downcast and it is unclear if the sign base will be up-lit.*
- *Freestanding Monument Sign (office tenants): A monument sign is proposed in front of the office building on Upjohn Street. The sign is 6’ 9” tall and 25.3 square feet with four tenant panels. The sign is black with back-lit letters on an opaque black background. A stone wall feature is also shown to blend the sign into the landscaping. The stone base will be washed with light. All lighting needs to be downcast and it is unclear how the base will be lit. The Board should review with the Applicant how the sign will be illuminated.*
- *Vehicular Directional Sign: Several doubled sided directional signs are proposed throughout the site. The signs are 13.6 square feet and mounted to a black pole (11’ 6” tall). Staff agrees the signs are necessary to clarify how to navigate the site, but would recommend that the “Market and Main” logo be removed and the sign area reduced. The use of the blue and gold colors identifies the sign with the project and staff feels the logo*

is not necessary and increases the overall size of the sign. The town does not typically allow the use of logos on directional signs.

- *Freestanding Pedestrian Directory Sign: Six double-sided directory signs are proposed throughout the site. The sign is a painted metal display case (16.5 square feet) and stands 7' 3" tall. The signs provide wayfinding information for pedestrians. Staff has no objections to these signs.*
- *Project Parking Identification and Directional Signs: The plans also include several parking identification and directional signs. These signs assist with wayfinding and identify the garage entrances. Staff has no objection to these signs.*
- *Light pole Banners: Green, Red, Blue and Orange banners will be affixed to light poles throughout the site. The banner signs are a fabric or applique material. The signs are used to reinforce the "Market and Main" identity. The banners are 8.4 square feet and will be placed as a single or double banner on the light poles. There are approximately 30 banners throughout the site. Staff has no objection to these signs.*
- *Cinema Signage: The Applicant has requested approval of a sign waiver for a vertical marquee sign, as well as an electronic changeable copy sign and light strip at the main entrance. Staff is recommending that the Board defer action on this waiver until the architecture for the cinema (Building C) is finalized. The signs should be integrated into the overall design of the building and without final architecture it would be premature to grant the sign waiver. Electronic changeable copy signs are prohibited in Bedford and Staff will need to carefully review the Applicant's justification for an electronic changeable copy sign at this location, as the Town has not supported this type of sign in the past. The Board could provide feedback and direction on the likeliness of the waiver request being granted.*
- *Building Mounted Identification Signs: The Applicant has also requested a waiver for a "Market and Main" sign on the main parking garage, and six large tenant logo signs facing Interstate 293. For the same reasons stated above, Staff would not recommend acting on this waiver until the final architectural plan is developed for this building. However, the Board could provide feedback and direction on the waiver request.*

Site Security

The Police Department has issued a letter outlining concerns and comments related to the project. (Please see attached.) The Police Department is anticipating the need for additional patrol resources to address the increase in service calls as a result of the development and has asked for an on-site public safety office. The office would accommodate a desk, phone, internet, and storage area for equipment such as a bicycle or Segway. The Department is also concerned that the Town's police, fire, and emergency medical land mobile radio (LMR) communications will be inadequate on the site, especially in the larger buildings and parking garage and would like a LMR solution installed by the applicant. It is not clear yet what this solution would entail, but staff and the Applicant will continue to work with the Police Department to better understand the LMR

solution. Lastly, the Police Department is recommending that a few parking spaces be dedicated for police vehicles only.

V. Waiver Requests:

The Applicant is requesting the following waivers of the Zoning Ordinance and Land Development Control Regulation for which the Board will need to take action (please see the attached letter from TF Moran):

- 1. Section 275-62(A) (Table 3) of the Zoning Ordinance, to allow approximately 84% impervious coverage where 75% impervious coverage is permitted.*
- 2. Section 275-62(A) (Table 3) of the Zoning Ordinance, to allow the following structure setbacks where a ratio of 1:2 is required for the front setback and 1:1 for the side setback:*
 - a. Building A: To allow a front setback of 14.8 feet where 36 feet is required;*
 - b. Building D: To allow a front setback of 20.7 feet where 60 feet is required;*
 - c. Building J: To allow a rear setback of 19.5 feet where 73 feet is required;*
 - d. Parking Deck (adjacent to building A): To allow a front setback of 8 feet where 24 feet is required and a side setback of 4 feet where 12 feet is required; and*
 - e. Parking Garage: To allow a side setback of 4 feet where 20 feet is required.*
- 3. Section 275-68 (B) (Table 6) of the Zoning Ordinance, to allow additional freestanding signage as presented in the Signage Package.*
- 4. Section 275-69 of the Zoning Ordinance, to allow light trespass in excess of 0.1 foot candles in a few locations along the perimeter of the site and to allow up-lighting in the form of LED light strips on Building C as part of the cinema façade.*
- 5. Section 275-63 (E) of the Zoning Ordinance, to allow relief from the following landscape standards:*
 - a. Section 275-63(2 & 3), Street Tree and Front Landscape Strips, to permit a street tree landscape strip and front landscape strip that is narrower than what would be required (30') and to plant fewer trees than what is required.*
 - b. Section 275-63(E)(4&5), Side and Rear Landscape Strips and Exterior Pavement Landscape Strips, to permit narrower side, rear, and exterior pavement landscape strips and to allow for the planting of trees in the side landscape strip that are less than half the building height. The required trees adjacent to buildings H & J would need to be 34 feet tall.*
 - c. Section 275-63(E)(6), Interior Pavement Landscape Strips, to allow up to a 3.5 foot width of the interior landscape areas and to permit the use of more shrubs, perennials and grasses in lieu of tree plantings. With this waiver, the site does comply with the minimum 5% interior landscape areas.*
 - d. Section 275-63(E)(8), Screening of Unsightly Features, to allow some of the loading areas not to be screened.*

6. *Section 326.3.1 of the Land Development Control Regulations, to allow the overhead utility line along Upjohn Street to be extended approximately 40 feet into the site.*

VI. Staff Recommendation:

The Planning Staff is not recommending that action be taken on the application at the September 12, 2016 hearing, but rather that the project be introduced and testimony be taken prior to tabling the request until the October 10, 2016 meeting. The applicant would like feedback from the Board on the likelihood of the waivers being granted.

Ms. McGinley recused herself from this application.

Chairman Levenstein stated because of the large scale that this project is, it is my expectation that we are going to get through as much as we can with the project presentation, go through the waivers, or as many as we can get to, get some testimony from the public, and then continue to our next meeting, which is our September 26, 2016 workshop meeting. We will see how it goes and play it by ear.

Chris Rice, T. F. Moran, Bob Duval, T. F. Moran, Terry Robinson and Nick Barber, Encore, Laura Homich, PCA architect, Andrew Barresi, Roll Barresi & Associates, signage design, and Attorney Tom Quarles, Devine Millimet, were present to address this site plan presentation.

Mr. Rice stated as you noted, there is a lot of information to go through tonight. We are hopefully going to give you as much as we can. We are trying, if possible, to get as many of the waivers acted on as we can tonight purely because Encore is in a position with their leasing where in order for them to progress and get tenants to sign on the dotted line, they need to know that they can provide some of these things that they we are asking for. So we are respectfully requesting if we can get through as much of that as possible.

Mr. Rice stated in an effort to more streamline the presentation and the questions and answers, what I would like to propose is that we will present this in pieces. Mr. Robinson will do a brief introduction, and then I would turn it over for a quick architectural discussion, and then we will open architecture up for questions and answers, bring it back to me for site plan, and some of the site waivers, then open that piece up for questions and answers and then turn it over for signage. Then if we have time, traffic at the end if that seems reasonable. Chairman Levenstein stated we have the Town's traffic engineer consultant present so I definitely want to get the traffic in; traffic and signage would be important. Except for the pylon sign, which I know is a major issue with you, I don't expect that we are going to go through all the rest of the signage tonight.

Terry Robinson, Encore Retail, LLC, stated I have been here twice before over the course of the last year and I appreciate you being here to hear us one more time. We have been working on this project for close to two years, and as you are aware, we are very excited about the potential and about what we are moving towards here. We already have a substantial development, not only on the property but in the design and all the ancillary items that go along with getting to this point. The building has been demolished and the last time we were here we had a discussion about the name. We heard you loud and clear, we invested in some consultants and did some research, and

after an in-depth look at it, we came up with a new name, which I'm sure that you have heard, Market & Main. We are very excited about how that is going to lay out, the project is going to be a destination, it is going to be something that Bedford will be known for, it will be a regional destination that the Town will be known for, and we have been very careful to keep that in mind. What we have tonight are a few requests for waivers that will allow us to maintain the integrity of the project and keep the potential tenants interested and involved and on the path to signing leases. Our timing is getting close; we are very excited about the list of potential tenants, I'm not at liberty to name any, however, it is a really, really good mix of retail, restaurant, so there will be something for everybody there, and we are looking forward to the time when we can announce that and it is coming. Having said that, we have some issues that we have to resolve with them as well. We are here tonight to follow up on the presentations that we have given you the last two times, and then the other meetings with the staff, and to ask you to consider voting on the waivers that we are requesting so that we can keep things moving along. At this time I will introduce you to Laura Homich with PCA and she will walk you through the architecture portion.

Laura Homich, PCA, stated we have been working on this for quite some time. We are here again to just give you a little bit of an update. Ms. Hebert asked us to address a handful of questions, so we are going to sort of jump into those.

Ms. Homich continued we were asked to talk about why the buildings are the way they are and the uses. I will go through that quickly with the plan. I think you are all very aware of the site and have been there a number of times and hopefully enjoying Whole Foods and various other things and had been accustomed to how you enter the Macy's site. We had a handful of requirements and connections that we needed to make, both because of easements and rights-of-ways and various other things, which some of the key ones are the accesspoint into the Whole Foods market, another one is the back accesspoint into Whole Foods, and then whatever will happen on this site in the future. Another is Upjohn Street and then the main entrance. We haven't changed that location going into the spine of the site. The great thing about our name change is that we were actually able to get these street names to be called Market and Main, which just reinforces our whole entire concept and image, which I think we are all really ecstatic about. As you go up and through Main Street, it is 1-way with angled-in parking, tree lined, so by having a main route that goes through and having Upjohn Street connect around the back, having Market Street along as shown as an easement that we had to maintain, and then another easement as shown, and then also trying to sort of connect a little bit to the Wayfarer site and Whole Foods as you go along our South River Road facing buildings. These were sort of the roadways that were created, and then once the roadways and pathways got laid out, we started plugging in and playing with the buildings and the massing. As a result, you have Building A at the front, Building B along the village green, Building E is existing, Building C if you recall back a bit ago it used to have the cinema portion or upper portion oriented a little bit differently but through various changes and discussions with potential tenants and things, we have the more sort of narrow mass facing South River Road, which I think was a good improvement. Then we have the rest of the cinema as shown. I will go through the different uses.

Ms. Homich continued on the posted drawing the colors do indicate what their uses are. We have two independent restaurants at the front, two flanking restaurants at the main, sort of gateway down through the bulk of Main Street, another independent restaurant as shown, and then one that is

technically underneath the cinema. And then as well as office space, we have some office space Building D, Building H, which is a 4-story building, and then hotel space, which is a 5-story building within Building J. The cinema is located predominantly on the second floor with some access to it in a lobby at the lower level. Those are our general uses and it is a really good blend and mix of uses between entertainment, retail, restaurant, office, and hotel.

Ms. Homich stated the other piece you wanted us to address was a little bit about the materials. I don't think we will have time to go into every building, and we do plan on coming back and providing more information once we have further development with our tenants, as well as more concrete construction document type drawings to show you, which I understand is more in keeping with typical presentations. We will provide those at another time, but for the time being we will go through the perspectives. One of the things we didn't do last time was we tended to show predominantly aerial views, where this time around we wanted to give you a little bit more of a snapshot of what the street life experience would be within the center. Many of our materials are enduring materials, stone, masonry, fiber cement, wood look material that is very durable, and things like cornices are created out of composite metal panel, which actually creates a very crisp, clean cornice throughout. Some of the significant changes that we did do comparatively is we focused on the lower levels of Building C, we focused on some adjustments to Building B, we did do some similar changes to Building C, which I will show later. Posted now is a view from the green looking onto Building B and Building C as an example. Posted now is a view of the highway looking at Building A. We did a wholesale change to this building as well, where we are proposing that it would have masonry at the bottom and fiber cement predominately throughout the body of the building. The posted view is standing on Main Street looking onto the village green. We do have a lot of restaurants that want outdoor patio areas that liven the streetscape quite a bit. Mr. Rice will get into that a bit later. Posted is a view down the pedestrian corridor ending at the entrance to the hotel, showing Building F to the left, and it shows a little seated area for that restaurant. Posted now is a view looking back along the pedestrian view toward the cinema. This shows the illuminated canopy that would be predominantly used by the cinema to provide information for movie times and what movies are being shown, but it is integrated into the canopy and right in the heart of Main Street, quite inboard to the property.

Vice Chairman Newberry asked that particular sign with the display board ends up perpendicular to South River Road? Ms. Homich replied the canopy with the lighting, yes, that is perpendicular to South River Road. From the view posted for the most part is between trees and everything else that we will likely have on the site, it is difficult, it really is a sign that will be at the pedestrian scale when you are down in front of the movie theater. You really won't see it from South River Road at all.

Vice Chairman Newberry asked are the elevations that you have provided basically conceptual? What I am trying to get a sense of is that a lot of them seem to be predominantly gray. Is that what is anticipated or do you anticipate having more either colors or the appearance of different materials? Ms. Homich replied we do try to have materials that sort of echo throughout the project, so you are using a similar material in one building and it will also be similar in another. We haven't really gotten down to the actual color pallets yet, and so yes, I believe they are conceptual, however, I think we have in our head that at least the quality of what those materials will be. For example, this one shows that it will be predominantly fiber cement at this lower level with the

storefront, whereas this building was thought to be a little bit more of a masonry type building. We could probably warm up the materials a little bit. We haven't gone through all of the color pallets yet to that degree but we will.

Town Manager Sawyer stated I'm sure you have seen the staff report and it highlights multi-color light strips in the cinema building. Are those actually illuminated strips? Ms. Homich replied our intention is yes, that they would be illuminated strips. What we are trying to do is attract a high-end cinema to this area and this is sort in tune with what they are expecting right now. As a result, we were trying to present something that would be dynamic, is sort of in keeping with what cinemas of this caliber are looking for, and it also is a little bit of an expression of the river nearby and the reflections of light and the multi-color reflections that you actually get along rivers, so it is a slight expression of that. You can see right next to it, as shown in the posted image, this is an actual building façade, which was the inspiration for this, and as far as the color is concerned, we want this to be a respectful as well, we're not looking for anything too flashy but when you do LED of this type, you actually have the option to do just white or color. In the programming of the project as a whole in the future it would be nice to sometimes change colors every so often. At Christmastime maybe we would do green and red, 4th of July we could potentially do red, white and blue, but the idea isn't that the colors would change in any way, they wouldn't change on a day-to-day basis or even minute-by-minute, they are not going to be a rotating or flashing color band. When it turns on that day, it will remain that color for that day essentially. LED is great in that you can have it be white and you can have it be color within the same light fixture. Mr. Fairman asked and they stay on all the time, they don't blink on and off? Ms. Homich replied they don't blink on and off. They will be on or off. Mr. Cote asked what is the appearance in the daytime? Ms. Homich replied it would just look white. You would see the frosted lens from a distance; it will look like a white line in the building. Town Manager Sawyer asked what material is the rest of that wall? Ms. Homich replied some sort of metal panel. We haven't really gotten that far to figure that out exactly, but we are looking to have it be some sort of metal panel with a texture to it. Vice Chairman Newberry stated so at the end of the day it is subjective, but I was just wondering if you might get a similar effect just using colored lights washing down the wall so that you would still have flexibility in what you projected and how and when but might appear to fit better into the general area. Maybe the lights would come out of the cornice or something like that would give you a similar affect but might not be quite as jarring as I think that tends to be. Town Manager Sawyer asked do you know where that sample photograph was taken from? Ms. Homich replied I can find out for you. Councilor Bandazian stated there are a few materials and designs, this being one of them, where at least I don't know how close they are or how far they are, but if I could have an opportunity to go look at this. Artificial grass may not be your bailiwick right now, that gets referred to at one point, I would really like to see that applied somewhere, along with some of the building materials that are mentioned here. If I can see them in scale, real life, I think that would be helpful to me. If you could provide staff maybe with a list of places where we can go look, that would be helpful. I tried to get a sense of how far the cinema is off the street; it looked about 500 feet from South River Road. Mr. Rice replied approximately. Councilor Bandazian stated personally I am comfortable with the festive look, somewhere short of carnival look, so if you can strike that balance, I am not put off by it. Town Manager Sawyer stated I think you have started to do that between the sample picture and your proposed rendering, in my eyes anyway. There are less light panels in your proposed rendering than there is in the sample. Ms. Homich replied yes, we did reduce it. Town Manager Sawyer stated but whether it has gone far

enough or not; I am the same way, I wanted to understand that building quite a bit more from South River Road. I know you didn't give us the perspectives this time or the drawings from South River Road as much, but for me that building I need to understand it a little bit more from what the normal driver going through the corridor is going to experience. Ms. Homich replied sure.

Mr. Fairman stated I have no problems with the lights, but I would like to speak on a safety issue. Please go to the South River Road southbound picture. One of the issues I think that the staff brought up was the fact that there are no provisions for walking from this garage and the parking lot of Building A into the rest of the complex, which is across the road going to Market Street that goes into Whole Foods, which is a busy road now and will continue to be busy. I wonder about a walkway from the upper level of the parking garage, a walking bridge, across the Main Street to the sidewalks on the other side. There are no sidewalks on this side of Market Street I believe, and I think the people will be parking here and want to get across to the cinema or to whatever other parts and to the park on the other side, and you have no provisions to get across Market Street at this point. I would think a bridge might be a good way. Ms. Homich replied I would like to highlight that. Mr. Rice responded there is a sidewalk that runs up here along the accessdrive and there is a sidewalk also on this side of the street. Mr. Fairman stated I missed the crosswalk. I would think that crosswalk, and maybe the other one going across Market Street, might be better if they were elevated to act as a speed bump as well as a crosswalk or as I said, but a bridge from the second level of the garage across in some way when the people walking from this garage and parking lot cross into the main part of the development. Mr. Rice stated an important thing to realize with the garage, as this can be a little bit deceiving; you are at grade beside Building A. So you enter the upper level of the garage next to Building A, you drive down this road and you are on grade right here and then as you go down further, the upper deck of the parking is staying on grade while the road is going downhill. So as you enter the parking lot near Whole Foods, you are at the grade with the lower level of the garage. Ms. Homich added and then you are able to walk across the street to the other area. Mr. Fairman stated I missed that crosswalk and the fact that there is a sidewalk on that side, so perhaps you have answered my question about how people are going to get from there across to the development. I do think that is a very busy street, more so than Main Street, because cars are moving down through there, there isn't parking on both sides, and tend to get to Whole Foods, and I think that something has to be done for the safety there perhaps elevating the sidewalk or a sidewalk bridge or one of the two might be useful for safety reasons. Vice Chairman Newberry stated I think a west elevation of the parking garage would also help in understanding how it is going to function.

Councilor Stevens stated the design as I see it, and I understand that once tenants are chosen or decide to sign with this project that they might change somewhat than what we are seeing, but it is still very contemporary, and I'm wondering if any consideration was given to making the buildings fit the landscape of what we have here in Town already. Ms. Homich stated there are a handful of buildings that are single story so we focused on those predominantly to get pitched roofs, dormers, various other traditional type elements into those buildings, and what it is difficult about creating a cinema, which is a pretty large building form to try to break that up at the upper level is difficult. So the lower levels of these larger buildings, which are a little bit more complicated to make traditional looking, we broke up the massing and the storefronts sort of in tune with something like what is posted. This, while maybe not an old shopping downtown photo, it is similar in that when you have these sort of frames that you create within the body of the

building and you have them at different heights and different levels, it helps break up that mass at a pedestrian level in a similar way that you would get in like downtown Portsmouth or places like that, and then up above it is a bit more contemporary because of the mass and the size of the building. Something like the one shown, that is sort of the flavor and feel of what we are doing on those lower pieces. While that might not be in your mind 100 percent traditional, it is still a nod to that traditional way of creating sort of a downtown experience. Vice Chairman Newberry asked those will actually be display windows? Ms. Homich replied shown on the posting would be display windows as well, and if we do get to the signage, there are other elements and pieces that kind of carry through with that and having canopies, having awnings, breaking up the plane that you see at your eye level and a little bit above you actually having those things project over you are also things that were traditionally done in these older downtown areas so you will have those here as well. The posted drawing shows where we have cut back the corner which is another way of having entrances to corners of buildings, not right to the forefront, not right at the corner, but actually carving that in and allowing people to walk through. That is another sort of traditional element on a streetscape.

Councilor Stevens stated with Building B in conjunction with the lights on the cinema to me just does not blend in at all with what we have going across the street or with the Whole Foods market. Then to have these lights and they are eye catching, you wouldn't have them there if they weren't, and they are high and then below that you have the green. I think that just the overall feel and then the blue trees, which I am guessing are lights. Ms. Homich responded it is hard to make things glow in a rendering so that is a technique to make it look like there are actually lights. Councilor Stevens stated I can see white lights being very pretty, but if we were even going to do blue lights there, I would wonder if this at all fits in with what we have going on in our community. Ms. Homich responded we are not really proposing blue lights, so if we were to have made these the same color as everything else, you wouldn't have seen them, you wouldn't have been able to pull them out as something unique.

Mr. Scanlon stated I would like to play off Councilor Stevens' first question, especially when she brought in the issue of Whole Foods. There are now four contiguous, interconnected properties, if you look at them visually from left to right, there is the Bedford Mall and then there is a pathway into what is now still called the Wayfarer property, then there is Whole Foods, and there is the Encore project. Do you believe that to some extent the success or failure of your project is in part contingent upon the success or failure of the Wayfarer project, yet to be completed, and then the integration also with Whole Foods and the Bedford Mall? Does their success encourage your success or vice versa? Ms. Homich replied I think we are independent from that because we have our blend of uses and a variety of restaurants, retail, everything else. Yes, it is definitely a nice feature to have Whole Foods next door, that is why we show it on our plan and I think it is a draw from a tenant standpoint, for other tenants to see a major anchor like that next door, but from the standpoint of the success of our project, I don't think we are dependent upon it. Mr. Scanlon stated as a follow-up question: Two years ago when it was still Macy's, Mr. Patel at the Wayfarer site and the Macy's people agreed that they would both benefit by some harmony of conversation to produce a unified result. Now you are here as Macy's is gone but I'm a little worried in the context of Councilor Stevens' observation of Whole Foods about the lack of perceived harmony from four different communities that are linked together communally by roads or in one location in succession of one after the other, I just think it might potentially create a very discordant image.

You talk about being able to draw people in and build upon what Encore is, but I think there necessarily must be some sort of harmony between the four properties. So you are building and the Wayfarer is building, I just don't see how it hurts either one of you to maybe sit down with the Planning staff and talk about community or communal relationships. Town Manager Sawyer asked please go to Pages 12 and 13, which I believe might be the only image that shows Whole Foods and your site together in a rendering. Architecturally if maybe you could answer his question using this image how your buildings build off from what is already there or vice versa. Ms. Homich replied the Whole Foods building does have a wood looking material, we do have that throughout our project as well, they also have stone and we have that in areas of our project as well, so I actually think we are tying quite well with the Whole Foods site. Beyond that we are a little bit separated with the river and you really physically can't walk any further, as far as I know, from the Whole Foods over to the other side, maybe you can make your way somehow but there is not a true pedestrian access. We are looking for tenants perhaps of a relatively high caliber, so a lot of this can be tenant driven, so we are sort of elevating the game overall, so our architecture is going to be a little bit more refined, is going to have some of these nice features that the Whole Foods did, and we are just going to continue on what they did and then continue to improve upon that as well. Mr. Scanlon stated I'm looking for what they call the final answer; but I am looking for you to reflect on this conversation and see if it makes any sense downstream. Mr. Robinson stated the front of Building C across there was actually set back to run right alongside Whole Foods. There are steps going down the Whole Foods sidewalk where you can come up right there to the building on the corner. As Ms. Homich said, some of this is tenant driven, and what we are trying to accomplish honestly is not to necessarily just blend it, this is going to be a destination unto itself. We are hoping to maintain that character, and as she said at the beginning too, with the building on the front there that is sort of a segway from the older traditional architecture to some newer things. But your point is well taken and we can certainly talk with the staff and make sure they are comfortable with that. Mr. Scanlon stated that is all I ask. Thank you. Ms. Hebert stated I just wanted to point out that there is a pedestrian connection between the Whole Foods site and the Bedford Mall. There is a paved walkway that goes along the brook and it does get a lot of use and the Wayfarer site isn't even built out yet. So there is a lot of pedestrian activity between the sites.

Councilor Stevens stated this is more of a comment. I completely understand how you would like to see this development be a destination, we would of course want to see it succeed. With that being said, people come to New England because it has this quant character to it and that is why we are destination, and I guess that is why you have some folks that are pushing back a little bit on this contemporary look because of that and because we have had a lot of businesses who are good stewards of the community and come to us for waivers on the smallest things and are really good to folks here in Town. So for us to be looking at this and thinking we just gave so and so such a difficult time because they had signs on their light posts, it puts us in a tough situation too. I really do wish we could see something, perhaps an Option B. Ms. Homich responded we are coming back. We are not doing the building approval today anyway; we are really here for more of the site features actually, so when we come back, we will go building by building eventually. This isn't the last conversation that we will have.

Councilor Bandazian stated I have two comments. The first is that I echo staff's view upon Buildings A and B in terms of streetscape from South River Road and Main Street being a little

more pedestrian oriented in the look, even though there is not necessarily going to be the access there, so if you could work with staff on that. Then also just to come back to the Whole Foods building; I'm not sure how many of us were here but we had a long discussion about "Bedford beige." At the time there was a discussion about what looks like corrugated metal, a large band, Whole Foods wanted something more industrial looking than Bedford colonial and certainly given the setting in my mind justified itself, so I have some flexibility personally in terms of the look of this site and how it would integrate kind of a more industrial look of the Whole Foods building and not strictly a colonial type of building. Mr. Fairman stated this is more for the Board than anything else. This is not Bedford-like, and it is not going to be like Bedford. I don't see how it can be. I think maybe there are some tweaks we can do, I'd like to see more peaks, but overall I think we have to accept the fact that this development is not going to be like the rest of Bedford. It is not like the retail or office buildings we have on Route 101. It is going to be different, and if you are not going to be happy with that different, then let's restrict it to a grocery store and a bank because that is all we have been getting in Bedford lately. I just think that we need to bite the bullet and say okay we are going to have something a little different in Bedford for a change. It may not be harmful. Town Manager Sawyer stated I generally am supportive of a majority of everything you are presenting architecturally, and I think it can work very well. I agree with staff's comments on Building A especially. I know it is hard to have a retail user that has windows when you want to put product up against the outside walls and all of that, but if there is a way to at least get the two outside walls, the South River Road wall and the entry wall, to somehow get more windows. I love the windows that you have on all of the other buildings in this rendering, where now you see a lot of life and activity in the lower level, but on Building A it is all blocked out and it is only held to the parking lot that you really start to see that life and energy somehow. I can't tell from the rendering what color the metal roof is. That is also another big subject in Bedford, what color metal roofs are, so if you can, when you bring back your drawings, label the colors and materials. With Whole Foods we spent probably a good hour just on passing the materials around and looking at them and touching them and feeling them, so the more samples that you can bring of the various products that you are talking about the better. The only thing that I'm truly struggling with is the LED light bands on the cinema. I love the life and vitality it is giving, but I think it is one step beyond where most of this Board is probably comfortable with as we sit here today. Seeing those additional photographs of other places where that is, or trying to find a site that we can go visit where that kind of installation is, would be great. I would need that. Then also, on the parking garage I was hoping to hear a little bit more description on what that would be looking like from at least the I-293 side of the road and the materials. I know right now it says metal screening essentially, so if there are more images of that or the material samples, photographs of sites where that type of installation is that we could look at, I would want that when the architecture comes back. Mr. Cote stated I would like to echo a lot of what Town Manager Sawyer said. I do like that you keep the more traditional look out front. I do like the look of the office building and the hotel, those are attractive buildings, and I do understand that there is a more contemporary look in the middle part and that is fine with me too. Vice Chairman Newberry stated I have said this before, I think that it is important for a community to have a mix of dynamic architecture, and I think this addresses that and does it in a way that makes sense for the proposed development. If this were a standalone, one store, then I think that might be a different issue, but given what this is attempting to be and my view that a dynamic community should have a dynamic architecture, I don't have a major problem with anything you have here.

Mr. Rice stated I want to show as a reminder what the previous property looked like. The lot is approximately 16 acres in size, the prior Macy's building had a footprint of approximately 100,000 square feet of total square footage and when you included all floors, it was about 175,000 square feet. That building has since been demolished, but when you look at the previous Macy's site, you see a building and a sea of asphalt, there is very little green space or landscaping onsite, access is really through the main signalized intersection, with the existing access easement to Whole Foods, there is also the access tying at the back of Whole Foods, and we also have the Upjohn Street/South River Road intersection. All the access points are pretty much staying in our design. You can see we have the main signalized intersection, we keep the access easement to Whole Foods, and we have tried to provide a smooth alignment along Upjohn Street that would connect to the rear of Whole Foods, which then ties into the Bedford Mall property. From a customer vehicular standpoint most people are probably going to enter into Main Street. When you get to this point, you can turn left down this aisle to head towards Whole Foods and then park in either this lot or the Building A parking lot, you could also continue further down and turn left right beyond Building B and still access this parking lot and the parking garage. You could continue further down Main Street and then when you get to the end at Upjohn Street, either make a right or a left. You can exit vehicular traffic at Upjohn Street for northbound traffic, there is no left turn right now permitted out of Upjohn Street. If you are coming down this side of the site and you wanted to go northbound, you would turn here in front of Building D; go around Building B to the signalized intersection out this way. Vehicular traffic can also make a left here down the aisle and go straight up through into the garage and then exit out the back towards the Bedford Mall or they can make a right along Upjohn and down around the site. There are a lot of options for customer vehicular traffic.

Mr. Rice continued for truck traffic we are trying to encourage most of the trucks to use Upjohn Street. They will be delivering off peak hours, trucks can use Main Street but just to minimize the possibility of pedestrian and truck vehicular traffic competing uses on the same street. Main Street is more pedestrian friendly and that is why we are trying to encourage most of the pedestrian traffic, so we are asking that the trucks use Upjohn but they can make the movements using Main Street. The trucks would come in Upjohn Street, they can go along the back of the property, they can continue on through to the Whole Foods, to the Bedford Mall and access the light there, they can also make the turn into the garage, come out this way, down to the main aisle onto Market Street and then out, and if they are headed northbound, they can go to Upjohn Street and make a right, but if they are going southbound, they would have to get to the signalized intersection.

Mr. Rice continued with this development we are proposing an intense mixed-use development which is consistent with the 2010 master plan. The cinema square footage is about 56,000 square feet, we have a total of about 29,000 square feet of restaurants, not including the existing Carrabba's, which is Building E, that is about 6,650 square feet, we have a total of about 113,000 square feet of retail, 47,000 square feet of general office, about 51,000 square feet of medical office, and then the hotel is anticipated to be a 125-room hotel. Just for the Board's knowledge and use and relative to outdoor seating, outdoor seats are accounted for in our shared parking analysis, and just so I can point out which units do have the proposed outdoor seating and where they are located. Building B has some proposed outdoor seating of 32 seats, Unit C-4, which is a restaurant, has a patio area of 60 outdoor seats, Unit D-1A has 32 patio seats, Building F has 60

patio seats, and then Building H, which is the office building, has 20 patio seats, which is the café seating that is part of the café that is in the office building.

Mr. Rice stated the existing impervious onsite is about 88 percent; 75 percent is permitted per the Zoning Ordinance, and with our site plan we are proposing 84 percent. We think that is a reasonable request as we are reducing impervious coverage by about 5 to 6 percent. That is one of the waivers that we are requesting.

Mr. Rice stated from a parking standpoint, we used the ULI shared parking methodology, which is Urban Land Institute. Shared parking is a method to calculate the parking demand for a site based on a variation in parking for each individual destination and that is broken out for that destination each hour of the day, day of the week, and possibly seasons. So you could have different uses that have a different peak season versus another use that has a different peak period of the day. If you think of the office building that has a different peak time of usage than the cinema is going to have. The cinema is going to have a higher peak in the evening hours than the office during the daytime. The shared parking also takes into account a percentage of pedestrian traffic that would park at one use and then decide to go to another use on site. You might park there for the restaurant and then decide to go to the cinema, so you are not using two parking spaces; you are just walking from one use to the other. This site is very well balanced and is prime for a shared parking methodology. The differences in uses that we have are approximately all the same square footages, so you have roughly 50,000 square-foot of cinema and you have 100,000 in retail and 100,000 of restaurant, so it is all well-balanced to share those uses. The results of applying that methodology to the proposed development equate to a peak weekday demand of 1,157 parking spaces and a peak weekend of 1,125, and we are proposing 1,188, so we exceed the parking onsite by approximately 30 parking spaces.

Mr. Scanlon stated on the 125-room hotel; is it your belief there that that is shared parking as well? Mr. Rice replied yes it is. Mr. Scanlon asked and the hotel people that you have talked to as potential candidates are amenable to that? That means anybody coming in can park at the hotel or park at the restaurant. Shared parking for the hotel the way it is for every other location? Mr. Rice yes. There is not going to be specific dedicated parking areas where you can only park here if you are a hotel member.

Town Manager Sawyer stated I am sure you have read the staff report as well and the VHB comments, that you have been meeting with them all along, about the noncaptive market adjustment that has been included in the shared parking. Do you have any comments on it at this point? Mr. Rice responded I know we used a low percentage for the percentage of pedestrians that would be sharing uses. Chairman Levenstein stated please explain what the noncaptive component is. Bob Duval, T. F. Moran, responded as Mr. Rice said, shared parking is where you are looking at different times of the day, different times of the year, and the parking demands of individual uses. Then after you figure out the parking there is a certain overlap of parking between different peaks during the course of the year between summer and winter and times of the day, and then there are some other factors that you can take into account. One of those is a mode adjustment where you would capture transit, carpooling, ride sharing, and that sort of thing. Unfortunately transit doesn't play much of a role at this site but we do have some carpooling from what the census tracked, which indicates about 8 percent carpooling for employees, so we have taken that

into account. The last adjustment that you make under the Urban Land Institute analysis is called captive adjustment. What that means is there is a certain amount of parking demand of each individual use that is already satisfied by a car that is parked for another use. In other words, if you were going to dinner and a movie, you would park near the restaurant, you would go to dinner, so then this site is designed so that you don't have to get back into your car and drive to the other end of the site but you would leave the car there and just walk to the cinema, so you don't need an extra parking space in that calculation for the cinema. There are several examples in the ULI literature and there is also empirical evidence elsewhere that is generally supportive of percentages that are commended by ULI. ULI varies from this particular type of lifestyle centers for a family restaurant; your factor is 15 percent. So 15 percent of the family restaurant patrons are probably already there retail shopping or at a movie or one of the other uses. That is the greatest one we have used. The other ones are 92 percent for the fine dining restaurant, which is more of a Carrabba's style restaurant, that is only an 8 percent discount, but it is not unreasonable to expect that 8 percent of those restaurant patrons probably went shopping, probably went to the cinema, or even one of the other uses on the site. At the end of the day we end up with a slight reduction. Actually what you are doing is reducing the overall parking demand. It is called the noncaptive adjustment just because you are taking what percentage of the noncaptive parkers or what percentage of spaces you don't need for captive use. So if your discount is 8 percent, for example, you are multiplying by 92 percent. The overall noncaptive adjustment for this site is only 4 or 5 percent. I don't remember the exact number. It is not a big number, and there has been some discussion with VHB about this and we just haven't had the chance to go over this in great detail, but the assumptions built into our study are very well supported in the ULI study, and I'm sure that once we have a chance to go through this in detail with VHB, they will understand our reasoning and see that this is well supported. I should also point out that at the end of the end the day the net reduction from what ULI unadjusted parking would be to what we believe the actual adjusted parking will be in the range of 34 percent is very much supported by other examples, and in fact, even by some of the examples that were questioned in the staff report that showed that reductions of the order of between 4 and 5 spaces per thousand of unadjusted demand, would be reduced to under 4 spaces per thousand and that is what we found here is that we have an unadjusted demand of about 4.5 spaces per thousand. When you take those adjustments into account, and again, the adjustment due to the noncaptive fraction is very small, but when you are taking the time of day and the balance of uses, that reduction goes down to about 3.3 spaces per thousand. Most of that, again, is due to the fact that, as Mr. Rice pointed out, we have a very well balanced site. The number of cars that are associated with the cinema are comparable to the number of cars that are associated with restaurants are comparable to the number of cars parked that are associated with the office and the retail. Many of the other examples are highly skewed where they have a very large shopping center with a small hotel nearby or a small cinema or small restaurants. Other examples have a huge cinema with a very small convenience type shopping center and small office or no office. When you take that into account, sure you get smaller reductions, but just to be real simplistic about this, if you have an office building and a cinema of about the same parking demand and essentially everybody leaves the office before people start showing up for the moving theater, you could see you could have a reduction of 50 percent under those circumstances. In this case I feel very comfortable that the numbers we have taken are modest, they are reasonable, they are conservative, and we have a parking count that is not only supported by the ULI and the numbers and acceptable to the Town, but of course this has to be acceptable to the tenants that are taking a very sharp look. We have actually prepared for the office

tenants and for the retail tenants what their slice of the pie is at different times of the day, and those individual parking ratios, when you take out the other competing uses that wouldn't be there at certain times of the day, can vary all the way from 5 per thousand up to 10 per thousand depending on the time of day for their particular slices. In summary: It is very important that we have the right number of parking spaces on this site, at the same time we don't want to overbuild this site, and certainly not when you consider that there is structured parking here, we certainly don't want to build more structured parking than we have to, but we have an analysis I think that is very conservative and very accurate as far as this methodology goes to predict the true demand of parking spaces. One final point: When ULI goes back and observes sites and they compare it to their predicted adjusted demands, they are typically 8 to 10 percent over-supplied. So there is also a built-in comfort factor within their own case studies.

Chairman Levenstein asked what is VHB's comfort factor? Chris Bobea, VHB, responded we haven't had as much time to go over that and focus on it but I think we are getting close to where we need to be. Again, we would like to reserve the time to continue our discussions with T. F. Moran and with the applicant to make certain we come to a resolution on that. We are not as far off as what it might seem and you have the documentation in front of you where we think that that should be.

Mr. Cote stated for instance if in the future you might get a different tenant mix and you find out you need more parking, do you have an option that you could add more parking if you find out that you need it? Chairman Levenstein replied they would have to come to us. Mr. Cote asked do you have some place to put it? Mr. Duval stated what some people have done in those circumstances is they over design the columns of the parking garages so they can continue to go up, and that would be one option and that can be done at a reasonable cost. Another thing to keep in mind though is that if there is not enough parking here, much of these trips are discretionary trips and people just won't go. It has to be convenient for people to want to go to this. Sure the office is going to want sufficient parking for its use because people going to an office don't have a lot of choices. That is probably the only one. You don't have to go to a movie there if you find that it is too tough to find a parking space. So if there are not enough parking spaces, that is going to affect Encore's tenants. They are going to be very careful to make sure there is enough before they move in in the first place.

Mr. Fairman stated last meeting I asked you to look at porous pavement as an option. Did you come back with a technical reason why you couldn't use that? Mr. Rice replied I have a high water table on the site. The water table is within 3 feet or so of existing pavement elevation so that makes using porous pavement a lot more difficult. Typically you do about a 4-foot section with porous pavement from your finished grade asphalt to the bottom of your subbase. Mr. Fairman asked the water table in that area is that high? Mr. Rice replied yes, in areas it is about 3 feet.

Mr. Rice stated I wanted to run through the trash loading and the waivers for the building setbacks. For Building A we have a loading area that is striped off as shown and trash is internal to the building and it would be wheeled out on a scheduled basis. There is a loading door that they would actually wheel it out from, flush onto the pavement, and it would be picked up. Just to preface this discussion with the trash, we have had a meeting with Pinard to go through all of the trash pick-up for the site, so I am kind of giving you the abbreviated version, but we have met with them to

know that what we are proposing does work and can be accommodated. There is a waiver setback request with Building A. The front setback indicated by the dashed line is required to be 36 feet; we are proposing 14.8 feet. This section of the site is a prime building location onsite and we are kind of wedged in there given that we have the existing access easement here, the main entrance here, and there is an existing retaining wall easement along the side. In order to fit a building with the size and architecture appropriate for that prominent location onsite, we think that the setback request is reasonable. There is also a setback request that is part of the parking structure for Building A. The front setback is 24 feet and we are proposing 8 feet and the required side setback is 12 feet and we have 4 feet. We feel this is reasonable because the upper deck is below the grade of South River Road so the parking deck is not visible as a structure from Route 3, and the side setback is reasonable for a parking garage as the abutting use is a parking lot for the Whole Foods plaza. Vice Chairman Newberry stated in the staff memo there was some concern about easement access to maintain the retaining walls there. Has that been addressed or is it being addressed? Mr. Rice replied yes; we are addressing that. We had met with Ms. Hebert and we intend to meet with Mr. Stanford and Mr. Foote to just go through and make sure that we are providing everything that you need. But essentially the retaining wall easements along this side is approximately 15 feet. We have pulled the sign and all structures, everything, outside of that 15 feet with the exception of the proposed trees, which that is really an item for the Board. We think that the street trees along that side are pretty important and they provide a nice landscaping feature, and the likelihood of having to tear down the trees to do some maintenance on the retaining wall we feel is pretty slim, but that is something for DPW and the Board, I guess, to provide some direction for. But if we move the sign, there are no physical structures in the sign easement. Chairman Levenstein stated chances are it will be a condition of approval that you guys work something out. Town Manager Sawyer stated can you explain the difference between a 15-foot easement and a request for a setback that is less than 15 feet. Mr. Rice replied the existing easement is not a true 15 feet, it is just shown on a plan and we have inserted that CAD file into our plan as best we could. So it is 15 feet predominantly except for around this corner, it slightly shrinks, and then it actually widens up at the accessdrive to be a much larger area. Mr. Duval stated it is really a variable width easement. We have called it 15 feet because much of it is, but it is variable width from 15 feet at the Wayfarer property line to 14.8 feet at the building corner to something like 24 feet wide at the intersection. Ms. Hebert stated staff has reviewed that. It is not defined as a 15-foot easement running parallel to the right-of-way or something nice and clear like that. It is a sketch that did not have meets and bounds.

Mr. Rice stated moving onto Building B: This is an enclosed structure with a door so their trash is wheeled out on a scheduled basis, but there is a pull-off area for a loading area that is striped. One of the comments that we received was what if you got a semi-tractor trailer there to unload, we don't anticipate that size for Building B, but I believe the comment was that sometimes some of the paper products come in the larger vehicles, so we are enlarging that space to accommodate a vehicle but the loading will be in this location indicated. Vice Chairman Newberry asked that dumpster area has a roof of some sort? Mr. Rice replied yes.

Mr. Rice stated for Building C: I will focus on unit C-1 first. This unit has its own dedicated loading and dumpster area as shown. Their loading is going to be a roll off dumpster but the truck can actually just slide back into the front and then dump, and the rest of the units for Building C kind of share two areas as shown. They do have a roll off dumpster and compaction in this location

for all of the units and then they will share the other two loading spaces. Chairman Levenstein asked are those in the garage? Mr. Rice replied that is underneath the second floor of the cinema so it has a roof.

Building D: We have a loading area located as shown and you can see this internal corridor. They all have 4 cubic yard plastic roll off dumpsters that they will coordinate the time with also to unload trash as necessary. Chairman Levenstein asked the restaurant on the corner is going to take their garbage out that way too? Mr. Rice replied yes. There is a connection in the back. Chairman Levenstein asked where is their garbage going to be stored? Mr. Rice replied in the little area in the building indicated in the drawing. There is one setback associated with Building D and that is really because of the odd situation of the right-of-way with Upjohn Street. You can see the property line, so given that there is a front setback requirement of 60 feet in this location, we are proposing 20.7 feet. We think this is reasonable because of the odd configuration of the right-of-way and we meet the side setback and it only affects one corner of the building.

Building E: This is the existing Carrabba's building. Their loading and trash is in this area and it is screened. We are not proposing to change anything for Building E.

Building F: Their loading and trash is located in the area indicated. This is an enclosed structure for the trash and then the loading has the doors in the front. That is just a concrete pad behind there so it is screened, and the truck would pull in to load and then back out to leave.

Building H: The loading and trash are internal. There is a bay door as shown so they would drive in as needed and drive out. This space is being blocked off to allow for access to the existing sewer easement. The manholes indicated is where the existing sewer line is. Based on some recent review comments, we will be expanding the limit of the gravel drive to make sure they can get to all of them but that is the reasoning for that location.

Building J: We have a loading space as shown that is underneath the canopy and we have shown a dumpster out in this location, which is screened. We are asking for a waiver setback for Building J. It has a rear setback requirement of 73 feet and we are proposing 19.5 feet. We abut kind of a drainage ditch along the back that is at the base of the I-293 ramp. The building itself is about 80 feet off from the off ramp and we are about 380 feet off from South River Road.

Mr. Rice stated I think the only other waiver relative to any structures would be similar to the parking deck for Building A, which is for the parking deck for Building C. We do have a required setback of 20 feet and we are proposing 4 feet. This garage is about 500 feet from Route 3 and we abut a loading area for Whole Foods so we think it is reasonable.

Mr. Rice stated the only other setback is we have a small piece of a retaining wall that is slighting over 6 feet and we are requesting a waiver to allow that wall be placed in that location. Town Manager Sawyer asked what is the height of the retaining wall that is along the turnpike ramp? Mr. Rice replied it is predominantly about 4 feet throughout. It varies a little bit, but we're not asking for a waiver for that side. It is one small strip of this piece that is just barely over 6 feet. I want to say it is 6.2 – 6.3 feet and then it drops down to the 4 feet.

Chairman Levenstein stated for the big parking garage, how many levels is that. How high is that above grade? Mr. Rice replied this has a ground level and then three levels above it. The first level has more clearance than the others, which is a minimum of 14 feet clear, and I think each additional level is 11 feet. It is roughly 47 to 50 feet high.

Mr. Rice stated I did want to make a notation about snow storage. This is a dense site and we realize there are limited areas for snow storage. We do have a note on the plan that if there is excess snow, it has to be trucked offsite in accordance with NHDES regulations. We expect that it is going to happen. In the areas that we have available we have tried to propose landscaping and we also don't want snow storage to kill all of the landscaping, so we have been selective with a couple of areas here and there, but predominately we think a lot of it is going to be trucked off for the larger storms.

Mr. Rice stated from a utility standpoint: Looking at the exist site I believe there are four catch basins onsite that capture all of the runoff and then everything gets directed to an existing pipe and headwall that is along the off-ramp. There is a small amount of land area along the right-hand side of the page that kind of goes to the right-hand side but it is so minimal that it doesn't even show up in pre- or post-development runoff calculations. In the pre-development condition there is a section of pavement out here that does drain towards the Whole Foods property and we have reduced that by about 3 CFS's in the 50-year storm. Basically we are taking everything and capturing and directing it throughout our site through one of four subsurface treatment systems. Again, the existing site has four catch basins but not pretreatment, no stormwater treatment, and it just basically collects it and lets it go. We are proposing four systems, which provide pretreatment, treatment, and detention, so we are reducing the peak rate of runoff to all discharge points, and I believe it was by about 1.5 CFS's in the 50-year storm to the culvert headwall in the back. We are required to get an Alteration of Terrain permit for the project and we are in the process of working with the State on that. With water and sewer: There was already water and sewer onsite. We did do two water taps in advance of the project because of the anticipated paving schedule along Route 3. There was a new tap done at Upjohn Street and a new tap done at the main entrance, just basically getting the water lines into the site enough so that when we had to do work we didn't have to interrupt anything on Route 3. Gas was already onsite: We met with the gas company and there should be plenty of capacity for the gas. For electric: There is an existing utility pole back in this corner that served the Macy's building. There is an existing overhead line that goes from here to the corner of the building, a piece on the site has been removed, and when we met with Eversource, they would also like to loop the system, if possible, so that if one section goes down, they can still power up the rest of the facilities by flipping some switches essentially. What they have proposed to do is that we would install one pole on the corner as shown and then go underground to the building. We would just have a small strip of overhead here and then there are existing overhead lines that run up along Upjohn Street and then they run along the property line on our property, and then they cross over to service KinderCare. I didn't find any record of an easement. As part of what we are doing with the alignment of Upjohn Street, there is one pole that needs to be relocated, it is going to shift by about 5 or 6 feet to the left, and in doing so I'm technically proposing a new overhead line in a location where it didn't currently exist. I have contacted KinderCare, I met with their director to talk about us obtaining an easement just for the overhead portion, and we will be giving them an easement for their piece that is on our property, but it is also part of the waiver request because it is hard to get everything underground. We are

putting as much of it underground as we can, it is just the two little strips where Eversource is so we need to do a riser and then drop down. With lighting: We provided a lighting plan and we are requesting a waiver, as noted, for the architectural feature that is associated with the cinema. We anticipate having in excess of 0.2 foot candles at the property lines in some locations. We feel that this is actually a good thing to have in these locations given that we are trying to encourage pedestrian traffic to walk back and forth, and the areas that we are talking about are other commercial uses. From an emergency services standpoint: We have met with the Fire Department; I met with them twice and I believe we are all set with the fire hydrant locations and we have supplied a fire truck movement plan to them. I haven't heard any comments but I will follow up, but I believe we have accommodated all of the truck movements for the fire truck that would be necessary. We had an introductory meeting with the Police Department, and we're hoping to have one tomorrow morning. They are requesting a small office area onsite and some potential upgrades to coordinate with us for communications equipment to make sure that their walkie-talkies and such work on all of the levels of the garage and the office building and such. We are definitely willing to work with them on that. I think with the office area onsite we will be able to accommodate that, but we are going to meet with them tomorrow hopefully but we were just hoping to wait until the leasing is kind of finalized so we know what areas are available, and then we can work with them to say which of these areas works for you or what can we do to make everything work for everybody. We will be coordinating with DPW on the retaining wall in the front and the sewer access in the back. That brings me to the landscaping waivers that I will run through briefly.

Mr. Rice stated the landscaping waivers are not really quantity or quality, they are more spatial like where they are located onsite. For instance for the street tree strip we have provided the amount of trees that are required but it is in a 14.7 foot strip as opposed to a 15-foot strip. The side and rear exterior pavement landscape strips we have provided the amount of trees and shrubs required, so we provided 184 trees where 183 are required, we have provided 735 shrubs where 616 are required, so we have an excess of 119 shrubs, and then we have also on our own added perennials in excess of 710, which is going to be the groundcover junipers, perennials, and grasses. Chairman Levenstein stated let's save the landscape waivers for the next meeting. That way we can get to the things that you definitely want to do tonight. Mr. Rice asked do you want to vote on any of the waivers that have been presented or do you want to wait until the end? Chairman Levenstein replied let's wait on those.

The Planning Board took a 5-minute break at 8:45 PM.

Town Manager Sawyer stated you have a letter from Chief Bryfonski at the back of your packet and he is here to speak to that. Police Chief John Bryfonski stated I appreciate the opportunity to weigh in on this important project for the Town of Bedford and its residents and the region. In the report that I prepared for the Planning Director and the Town Manager there were basically three areas of concern that the Police Department has with respect to the project. Again, when I say concern, that is not a negative thing, it is just areas that we feel are important for public safety that should be address economic development with respect the development of this particular project. Largely one area is certainly traffic, which you are going to hear from the project managers in a few moments. The Police Department broke that down into two areas both external offsite traffic concerns with respect to South River Road, which we know handles in the vicinity of around

25,000 cars on a 24-hour basis on an average day and as a result of that and the fact that as you have heard already from the project folks that this particular development will be a destination for Bedford and the region, so while they are anticipating around 1,100 cars or so in addition that will be transiting up and down South River Road, we are looking at a little bit more of an increase somewhere in the vicinity of around 20 percent of the daily peak on South River Road, so in the vicinity of around 2,000 cars coming in and out of that development during a 24-hour period. There are the external concerns that we have particularly with the intersection, that is going to be addressed, you will hear about that in the upcoming traffic plan, at the main entrance, which is adjacent to Carrabba's at that signalized intersection. There needs to be some improvement of that intersection to be able to handle not only the flow coming into the site but also particularly with respect to cinema traffic, and the reason why I address that is because that is an unusual peak volume type of activity where you have some numbers for cinemas, and even though they are in staggered timeframes and some folks may stay onsite for dinner, it does produce a peak volume surge that is unlike a lot of the other types of businesses that you find in commercial development. We want to be concerned that that intersection is able to handle that peak surge time of 25 – 30 cars, that there is sufficient queuing, stacking, perhaps some concern for additional loops that would hold a little bit longer to be able to get the traffic back out of the site onto South River Road, but not so much so as to gridlock the intersections at Meetinghouse Road and going in the other direction. There is also concern with respect to illegal left-hand turns that occur up the road northbound across from Whole Foods, and that is largely being addressed by the proposed medians that you will see and the parking plan.

Chief Bryfonski continued in addition, with respect to traffic, the Police Department is looking very closely at the intra-development traffic, which was alluded to during some of the earlier discussions and that is the flow of traffic between these various disparate developments, what we refer to as the Mall development, the Whole Foods development and now this development. We are concerned about making sure that that traffic is able to flow seamlessly in and out and between those three developments to be able to take some of that traffic flow off from South River Road so that folks aren't required to get back out onto South River Road and make a loop and come back in to get to the mall, or vice versa to go to this other development. That particular flow needs to be looked at and ensure that there are proper transitions between the various development sites.

Chief Bryfonski stated in addition, you have heard some mention from the project folks that we are concerned about having an onsite location. We are looking at a significant increase in calls for service throughout that corridor; we are in the process and will be beginning a resource deployment reevaluation of our current patrol resources in our sector plan. Currently we are looking at perhaps adding an additional patrol sector to be able to cover the increase in anticipated calls for service all along that corridor between the Manchester city line all the way down to the Highlands, which is Target/Lowe's development area. As such, we are anticipating that we are going to need to add additional patrol resources that are going to cover that corridor because of the retail type of activity that we already see, particularly willful concealment and other types of activity in that corridor, to substantial increased over the last couple of years, and as a result, we are favorably hoping that we can come to an agreement where there is a Police Department onsite that would allow an officer that is stationed in that corridor to be able to work from there and be able to remain onsite, and then in that vicinity that significantly enhances the efficiency and effectiveness of the officer as opposed to having them transition back and forth to the police station.

Chief Bryfonski continued the last piece that we are looking at is making sure that the Fire Department and Police Department radio communications, which is the responsibility of the Police Department, is effective in some of these larger structures. We found that in some facilities, and we have looked at and spoken with our Motorola radio vendor concerning whether or not our portables and the positioning of the various receivers and transmitters that are currently in place will be effective inside some of these larger structures, particularly the fire and EMS portables, which they largely rely upon when they are responding to fire and EMS calls. So we do have some concerns about that, we have some information back from our Motorola vendor, and we will be discussing that with the project folks tomorrow.

Mr. Duval stated going into the traffic for the site. We have already described what this proposal consists of. There are nine buildings totaling approximately 355,000 square feet, it is replacing a former Macy's of about 175,000 square feet, and the Carrabba's is to remain. It has been actually several months since we initially submitted our trip generation memos to the Town, and they have been reviewed and approved by VHB, so the numbers I think are a settled issue and well understood. It might be worth just reviewing them. The proposed additional traffic generated by this site is about 425 cars during the PM weekday peak and about 278 cars in the Saturday midday peak. That includes deductions for shared trips, which is similar to shared parking, where a single car goes to the site for multiple purposes, and it includes the deductions for the previous Macy's use, which although people in the last year or two are accustomed to that site being vacant, essentially as recently as 2013 when counts were taken there, it was generating a weekday PM peak of 300 cars and a weekend peak of about 600 cars per hour, so there was substantial traffic on the roadway associated with that Macy's use. The net differential is therefore relatively small considering the scale of this development. There were seven intersections studied in the traffic study as agreed. It is actually the same study area that was used for the Wayfarer project from Palomino Drive/Washington Place, in the north to Meetinghouse Road and Route 101 and the Meetinghouse Road ramp intersection in the south, and in between we have the signals at Kilton Road, the site driveway, Macy's former driveway, also the Upjohn Street intersection, the Goffe's Mill Plaza, and the Whole Foods plaza right-in/right-out. The effect of the traffic, as the Chief just pointed out, the existing traffic out there is 22,000 to 24,000 vehicles per day, so this overlay of traffic, not insignificant, is still relatively minor. There is an interesting comparison here: If we compare existing today, or 2017 no build conditions, to future 2027 build conditions there, they are actually quite similar. Palomino Drive is a weekday and Saturday level of service D in 2017 existing and in 2027 proposed build with mitigation is D and D. South River Road at Kilton Road existing is D weekdays and Saturdays, proposed 2027 still a level of service D. Likewise through the other intersections B – C for the site driveway, the Macy's intersection, that goes to a C – C in the future, still favorable levels of service. Upjohn Street is stop control so it is really an A level of service in the existing conditions and in the future conditions. Meetinghouse Road levels of service B – C actually improve slightly as a result of mitigation to a B – B, and going up Meetinghouse Road to the ramp intersection is C – B in existing condition and improves slightly to a B – B. These are overall readings, some individual movements within these intersections get a little bit worse, and others get a little bit better actually as a result of changing traffic patterns. Some E's go to F's, some D's go to C's and so on. There are some slight failing moves at some of these intersections but they are essentially failing in current conditions and they don't get much worse even with the result of the trips associated with this proposal. The good news is the corridor

has been well built and has the capacity to absorb the buildout of this development without significant degradation and level of service or queues.

Mr. Duval continued there are still some mitigation measures that we are proposing and some other additional measures that the Town is asking us to undertake. The first and maybe the most significant mitigation measure is a new right-turn lane at the Meetinghouse Road/Route 101 intersection. I have posted a plan on the screen that I will go through. The biggest deficiency in the corridor is that at current there is one right-turn lane here existing and we are proposing a widening here of that turn lane. We were actually proposing to widen it at the corner, the Town has asked us to back that up to almost as far as Upjohn Street to provide more stacking, and put that under signal control. In the current condition, and I have some simulations here that I can show you that will kind of graphically illustrate what I am saying. There is a queue that is caused by so many cars trying to make that right turn in the PM peak hour. There are as many as 900 cars an hour that are trying to make that move. That is really beyond the capacity of a single right-turn lane to process effectively, and as a result, what happens is there is basically a 1-lane queue that builds that you will see crosses across the ramp intersection and starts to back up across Cold Stream Park and almost as far as the right-in/right-out intersection of Whole Foods in the PM peak. That is just because there are so many cars trying to make that move people are dutifully lining up, they are not really using the full capacity of the Macy's intersection with three thru-lanes because of the fact that they know they are going to be making that right turn, they know they have a hard time getting in, so they line up. Of course there are still some people who are trying to jump the line and get down towards Meetinghouse Road and then they will cause some blockage of those lanes, and it just causes a cascade of problems that we found that by adding this right-turn lane really makes a dramatic difference in how the whole corridor in this area can process traffic. That is perhaps first and foremost. Secondly and more germane to this particular development is, we would be widening Upjohn Street, as Mr. Rice pointed out. We are going to be recommending this as the primary truck access route, although trucks will predominately be entering the site off peak hours, but there are still going to be some truck occasionally in peak hours, and even in the off peak hours, we have improved this movement so that as a truck enters this median opening to make a left turn, they can make this left turn without having to get into an adjacent lane as they would now and easily make this move. There is a slight widening on the right-hand side of Upjohn and as trucks exit the site to make right turns northbound, they can come in and we have softened that right-turn radius by pushing it into the site a little bit so that they can make that and stay in the right-hand thru lane and not have to go across, as they do now, into the left-most thru lane. So that will improve the channelization of truck movements and simplify those movements and cause less congestion to the extent that there are any trucks during the peak hour.

Mr. Duval continued another thing the Town has asked us to do is to put in safety improvement where the Chief was just talking about illegal left turns at the right-in/right-out driveway opposite Whole Foods, they have asked us to show a couple of median islands that would be constructed in the center of South River Road pretty much extending the existing median that now extends from Kilton Road and stops just short of the Citizen's Bank driveway. That would be kept as an opening and then after that opening the median island would continue north across the outbound Citizen's Bank driveway and stop just short of the north Cold Stream Park driveway so that vehicles can make left turns in or left turns out of that north entrance to Cold Stream Park. Moving a little bit farther south, the ability to make lefts into the south driveway to Cold Stream park would be

preserved as well as rights out, but the ability to make a left out would be restricted with a slight triangular island and some softening of the corners at that driveway as well.

Mr. Duval stated another improvement that we are being asked to construct at the Macy's intersection is the construction of a pedestrian crosswalk and a short piece of sidewalk. Across the street there is currently no sidewalk on that side of the street up and down the corridor from Kilton Road to Meetinghouse Road and further south. They have asked us to construct this little piece of sidewalk, as shown, with a crossing of South River Road at this location to facilitate pedestrians that would be coming from presumably one of these two properties to access the development. There is not currently a pedestrian crosswalk so it would be similar to the one at Kilton Road in the way it would operate.

Mr. Duval continued we are also providing substantial other forms of mitigation. We are optimizing signal timing and phasing up and down the corridor from Palomino Drive to Meetinghouse Road. That will provide significant benefits in operation, and in addition, there is currently some hardware deficiencies at Meetinghouse Road and South River Road and at Kilton Road and South River Road. We would be providing additional hardware to allow those controllers to communicate better. Currently they are running on a rather primitive coordination scenario due to limitations of the equipment so that will be improved and enhanced. Vice Chairman Newberry asked when you say hardware, do you mean signals or the ability to control signals or both? Mr. Duval replied signal hardware. It is really electronic equipment, GPS transmitters, which will allow the controller to communicate with the adjacent controllers through radio and keep the times in sync. Currently they are time-based coordinated but they can drift because there is no way of communicating with the type of equipment in those cabinets, so we will be replacing it with equipment that communicates so they will continually resync and stay in coordination, they won't drift out of coordination. We have also optimized the timing of the corridor to include lead lag improvements so in some conditions a lead left-turn phase is more efficient and other times you want to make a lag left-turn phase, so we have optimized that phasing sequence through the corridor for each scenario to make sure that we are providing the best levels of service possible. And by adding the additional right-turn lane at Meetinghouse Road we are also making more efficient use of the thru lanes at the Macy's intersection. If anyone has any questions just to understand what exactly I'm talking about in terms of these improvements or what some of the problems are, I can do that now or I can show you the simulations and then take questions. Chairman Levenstein responded please show the simulations first.

Mr. Duval started simulations for no build 2017 and 2027 improved conditions. I want to show the congestion on the ramp coming off from I-293 southbound and Route 101 westbound. You see that there is an extensive queue on the ramp at 2017 no-build condition. The blocking is really caused by the difficulty in processing right turns at Meetinghouse Road. You can even see when there is no opposing traffic; they kind of have to crawl through that intersection to make the right turn, and as a result, traffic progresses fairly slowly. Here you can actually see people trying to cut into the line by getting into one of the other lanes because of the blockage, and when they do so, they are actually blocking one of the thru lanes reducing the thru capacity of South River Road as well. It can cause some significant backups here at the ramp coming off from the highway. There is some congestion here that is fairly significant and eventually the backups here will actually get up across Woodbury Court, up to and past the Cold Stream driveway, and almost as

far as the right-in/right-out Whole Foods driveway. These models are somewhat conservative so it is not uncommon to show conditions that are worse than actual conditions, but they do show problem areas quite dramatically. Mr. Stanford stated just to note: This is actually with the Macy's store still in operation. When you say 2017, you are using the numbers as if Macy's were in operation. Mr. Duval replied that is a good point; existing conditions as if Macy's were still in operation. Now I am posting the 2027 improved conditions, and you can see there is a dramatic difference that is caused by this right turn lane improvement at weekday peak PM condition. You can see what a dramatic difference there is by now having two lanes that processes the right turning traffic much more readily. Essentially what happens is people get into the rightmost lane and they will be heading onto the highway and people who get into the left most right turn lane are generally heading toward Meetinghouse Road, so it separates those two queues of traffic and it allows the I-293 bound traffic to run much more efficiently than before. As a result, the queue is much more contained. In fact, almost all of the time the queue is contained within the widening that is proposed here that goes back to Upjohn Street. As a result, this intersection runs more efficiently and as a result, this ramp movement making heavy right-turn volume also processes more efficiently. You can see that it still queues up, and if you flip through the time, you can actually see where it does back up almost to the overpass but it generally clears on one or two cycles and it never gets much past the overpass. That is for a couple of reasons. The first is because this intersection is processing more efficiently and secondly another one of the mitigation measures that we are talking about doing here is to put a queue detector in the pavement on the ramp so that when the presence of a queue is noticed on that ramp, it can actually call the intersection and add some more green time to it to make sure that queue clears more readily than it would otherwise. Town Manager Sawyer asked is that currently being modeled that way in this model? Mr. Duval replied in this model that queue detector is working and actually calling this intersection more frequently than it otherwise would. You can see that the affect is to create a much cleaner movement and progression of traffic along this corridor. There are really no significant buildups here. The queues that are in the Market & Main development are also much more reasonable. Occasionally they will back up, as it is showing in the model, it will backup and fill the left-turn pocket but generally speaking that queue dissipates every cycle and the queues are essentially contained at or just before the Cold Stream south driveway. This end of the corridor progresses very much better than it does before. We have also toggled the interior intersections of the site to make sure that these will progress effectively. By having this a 1-way road running through the site, there are very few conflicts of vehicles entering the site. They enter the site quite readily and will never backup across South River Road because there are just too many opportunities for them to get into the site. They can make this unobstructed left here across and up Market Street towards Whole Foods, they can go straight down Main Street, it is essentially wide enough for two lanes of traffic there, which will allow people to maneuver around parked vehicles, and they can also make a right turn towards Carrabba's and Buildings D, E and F. So that is a very safe and acceptable managing of traffic onsite through the layout of this development. Then for outbound traffic, as has been pointed out, we have this loop road, and we are also taking traffic from the Whole Foods project that is coming out as shown, and those vehicles to the extent that they are making right turns it is essentially a relatively free movement, it is under signal control at the intersection as it is today, but they have a relatively free movement out of the site. Left turning vehicles, including the occasional truck, can stack here on these double left lanes and they have very favorable levels of service as well, which is a B level of service. This is about the largest queue we have had here. We will get a 95th percentile queue that extends just about to this jug

handle and then after that it clears. We have two lanes to process that left turn so there is some built-in redundancy there, and if for some reason there is a momentary blockage of this loop road, there is plenty of stacking within that loop road before it blocks the intersection. So there is a very conservative and safe and high capacity processing of traffic by this configuration of onsite circulation, and these are using the real numbers from the Whole Foods traffic study, full build, as well as the full build numbers from our development. We are actually in a position where in many cases the built condition, at the end of this development with the mitigation, is superior to the existing conditions today and certainly superior to a no-build condition in the future. The other intersections I will show are essentially working as before. There is some moderate queuing at Kilton Road and the in and out of the Bedford Mall, there is moderate queuing northbound and southbound on South River Road, which is really due to existing traffic that is not really substantially affected by our development. There are a lot of lanes here and there is a lot of ability to process these volumes. Occasionally there will be E and F levels of service in and out of the Bedford Mall, those are also present as current conditions, and then as we get farther afield, most of the traffic due to this proposal of course is coming to and from the Kilton Road – Meetinghouse Road intersections, only a smaller proportion is coming up and down South River Road. By the time we get to Palomino Drive or south of Meetinghouse Road, the traffic due to this development really has dissipated.

Mr. Stanford stated I first would like to say that the plans have gone through quite a revision and I think Chris from VHB mentioned that we still have some ongoing conversations. I just want to note that one of the things that hasn't been said is that we have had a couple of meetings with VHB, the applicant, as well as Mr. Norwood one of the abutters, who certainly is concerned with this, so I think we are definitely working in the right direction. There are a couple of things that I just kind of want to note where we probably still need some work, and if you could zoom in on Upjohn Street. That is a Town public way so we do have a little bit of a concern, at least from a Public Works standpoint, relative to that being one of the truck accesspoints. I know it has been identified in the VHB memo. One of the things that we are a little concerned about is by pulling the island on South River Road portion back and creating kind of a raised median, I think we are concerned it is going to make it easy for somebody to take a left-hand turn out of Upjohn, which is prohibited. I still think we need a little bit of work with that. I asked that they look at the site layout, there may be some things where those trucks would be better suited maybe turning internally to get around the accessroad. I think there are a couple of opportunities within the site to maybe make that work rather than adjusting this intersection in this manner. That is a conversation we would certainly like to have.

Mr. Stanford continued relative to South River Road; they are proposing some improvements to the widening. One of the things that I think Mr. Duval didn't mention is that Public Works is recommending changing the guardrail setup, maybe to gain some added width within the roadway. As you know, within the TIF district we do have pretty wide shoulders now. I think under this scenario we are only talking a 2-foot wide shoulder, so from a Public Works standpoint, we would like to see that widened out as much as possible. Again, we still think there is some opportunity in there and we will certainly continue the discussion.

Mr. Stanford stated the last point I would like to make is, if you can zoom in on the main accesspoint at the signal and include the Cold Stream driveway. One of the things we are a little

bit concerned about internally is what happens, and I understand, like I said, we have had conversations with Mr. Norwood, and I think from VHB's point of view they have determined that this setup works pretty good most of the time, but vehicles heading south into the site, they will back up beyond where those left-turn arrows are, it will make it impossible for somebody to turn left into the site. We are a little concerned internally that it is creating a conflict point there, not just at the peak times but who actually has the right-of-way if somebody is trying to turn left. Ultimately what our concern is is that after the site comes in and if this is implemented, it will then become the responsibility of the Town, and it may be an issue where in the future we may have to propose extending that island further down. Again, I'm sure Mr. Norwood would want to talk more about how important that access is to him, but I do look at this not unlike the Wayfarer site where we allowed that right-in/right-out. I'm sure the police chief can talk about the time his staff and our staff has had to put into observing the left turns out of that, taking illegal movements. I kind of equate that to this situation as well. It is just something that I think in the future if this is implemented as it is designed, we may have to come back in the future and look at extending that island. Overall they have made a lot of improvements; we certainly have had some good discussions, all the staff involved, and we will continue to work and hopefully work out some of these other points.

Mr. Bobea, VHB, stated I want to point out a few clarifying points. I do concur with the statements that Mr. Duval said as far as levels of service, his discussion; everything was right on point, but a few clarifications for the Board I wanted to bring up. First that long queue under the existing condition that happens out there for the right turn heading southbound on South River Road onto Meetinghouse Road, that is a function of those right turns having to yield to the left turn that gets the green arrow heading northbound on South River Road onto Meetinghouse Road. As proposed by the applicant, they will be addressing that issue with the double right and the signalization. That is exacerbated by the fact that the intelligent signal system that is out on the corridor does not communicate with the South River Road and Meetinghouse Road intersection. Again, Mr. Duval has indicated that they are mitigating that with those GPS devices that he brought up. So for clarification to the Board, those two existing conditions that sort of cause those backups are going to be mitigated. Also, I just wanted to point out that queue detector that is going to flush the right turns coming off from the off ramp from backing up onto that collector/distributor road under signal control, what that does is essentially extends the green for that ramp really for those right turns that aren't under signal control today nor are they being proposed to onto South River Road. Essentially that those rights don't back up and keep traffic that wants to go through to the site or make a left turn onto South River Road from being able to be blocked by that queue. Essentially it will be an extended green, someone will say is the signal broken, it is holding the green, well it is actually to clear that right turn so that traffic can access those turn lanes. Again, I just wanted to point those out at this time relative to what Mr. Duval has presented thus far, and I will reserve additional comments as they come.

Town Manager Sawyer stated the two spots that Mr. Stanford brought up, I think with the nose at Upjohn Street I had the same comment. I am surprised to see us trying to cut back that center median. It sounds like you have been maybe talking about something the trucks can get over but not cars. Is that what you are talking about there or were you cutting back? Mr. Duval replied we were just going to cut back the median, and the sole reason for it, and I think I show it on the plan here, is trucks can't make that move without getting out of their lane otherwise and there is no

physical way to do that as you can see posted on the screen. So what we are proposing is to cut it back just so a WB-67 can make that left turn in, and you can see that it is pretty much at the limit of the geometry for that truck move. We are extending this triangular island out to prohibit those left turns, we are pulling the median back 6 of 7 feet but then by introducing this more dramatic sweep in the right-turn movement, it is going to make it harder for people to make that left turn because this median is still there, and of course at peak hours there will be a lot of traffic too. Town Manager Sawyer stated continue to work on it but if there is a way to either cut more into TD Bank's property to make that maneuver without cutting the center island or at least having a raised rumble island like you were proposing on Upjohn on South River Road, I think it would help as well.

Town Manager Sawyer stated going back at the Cold Stream northerly intersection it seemed to me like we were giving a whole lot of queue space to people trying to turn left into Cold Stream that maybe we could give a little more space to people trying to turn left into the site. It seems like that left-hand pocket is almost as long for Cold Stream as it is for the project site. Does it need to be that long in there? Mr. Cote stated you have people taking U-turns there to get into Woodbury Court too. Town Manager Sawyer asked speak to the U-turn issue as well. If there is a way to quantify it if that queue pocket for Cold Stream needs to be as long as it is or if some additional queue could be given to the project site. I heard you say it is generally or most probably that 95th percentile is contained in the pocket you have, but if we can get a little more space out of it, it would be great to do. Mr. Duval responded the idea was to allow essentially this part to be used for people to be pulling in and making left turns when it is available to make that left turn and for this left queue, which is during peak hours, to back up into this, almost like an opposing left-turn lane except there is nowhere to go on the other side of the road. It is kind of like a first-come, first-serve storage space for vehicles. Under current conditions the blocking that we just showed is a result of the inefficient operation of South River Road to the south, the thru queues block way back in this area and cause much more blocking than the periodic 95th percentile queue would be for left turns into the site. It is less of a problem than it is today. Town Manager Sawyer stated the driver expectancy of not being able to get into a right lane to turn right is a lot different than a car trying to get into a left-hand pocket is blocking a thru lane on the higher speed side or the left-hand side of a thru lane. But if you are saying there is no improvement to be made, then I will hear that. Mr. Duval responded I'm not saying no improvement can be made; the median could be extended, or as Mr. Stanford suggested, it could even block off the driveway but we don't think that kind of a drastic measure is really necessary to do. We would recommend keeping an opening here and this median could be extended but what that would require is a more sudden deceleration off peak of somebody making that left turn to slip into that short pocket, whereas this provides a more comfortable deceleration room for somebody making that left turn off peak. During the peak hour I don't think it makes much difference because there is likely to be blockage, but this is a safer condition off peak.

Chairman Levenstein asked Mr. Norwood, do you have a comment you would like to make on this? Attorney John Cronin stated I am representing Cold Stream Condo Association at 116 South River Road. We have been working with staff, the applicant and VHB since this project was first proposed, and we have made a lot of progress in those months. The association has hired Steve Keach to assist, as well as Steve Pernaw, who have provided valuable advice and collaboration. We have some issues with the recent proposal; I know it is very recent, it just came out a couple

of weeks ago and it needs some fine tuning. Two of the big issues is the geometry with the curb cuts as shown, don't work either for box trucks or tractor trailers. We won't have tractor trailers there frequently but there are people that move in and out, box trucks such as a FedEx are regular visitors to the site, and that will have to be accommodated. Likewise fire trucks and things, those curb cuts have to work for those types of vehicles. I am sure we can work at it to make it better. I have heard tonight to extend that median to block the south entrance to Cold Stream Park, which is home to about 20 businesses, and the functioning of those curb cuts is of vital importance to those businesses. We have done a lot of work and a lot of testing back and forth regarding that left-hand turn in and that is essential. It is partly essential because now we have taken the focus down to the north entrance, which will be primary in and out, and the challenge there is you are coming out of Cold Stream Park and making a north movement, you have pretty quick travel coming from Kilton Road on that right turn, I believe the vehicles are supposed to stop there but it is kind of a quick stop and go or a flow thru, which gives you a limited opportunity to get out and go north. We are asking also that some controls, whether through hardware or functioning of coordination, be done so those vehicles that are coming down Kilton Road and going right periodically stop or pause allowing those vehicles coming out of Cold Stream to safely make that left-hand turn. The police Chief may be more aware of that, there may be some mechanisms with enforcement or other things that get that to work better, but really the blockage of that entrance to the south, at least bearing the left-hand turns in, is a non-starter for us. When we have looked at it, the experts, the traffic engineers felt that it would provide an accommodation to those people getting in, reduce the conflict on the northern side, and if on occasion where it is backed up, the traffic could flow down to that other entrance alleviating some of the pressures that are there. We will continue to work with everyone, we want this to be a successful project, but it is so essential that those curb cuts function properly for us. We have to stay on top of it and let you know of our concerns as we go through the process.

Town Manager Sawyer stated I have one traffic related onsite question because I saw it in the model. In your model onsite the driveway leaving by Building A you show it backing up a little bit but it wasn't modeling the people being able maybe to use the loading zone for Building A. Is that vertically separated so cars would be able to sneak by that queue and use the loading zone, those cars if they wanted to take the right and go north on South River Road? At some point you see earlier on in the queue the cars start to block that intersection but the loading zone is right there. Aren't cars going to use the right-hand loading zone to sneak off and go north? Mr. Duval replied we were going to identify that pavement either by striping or patterning to show that it is a loading zone and have a distinctive pattern there to identify that as a loading zone so that people don't do that. Town Manager Sawyer stated I think they are going to use it, which is okay in my mind as long as it is not a safety problem or an issue that you are concerned with. We see it all the time where cars sneak to the right and go by if they can. Mr. Duval responded I don't think it will cause a safety problem if the occasional car does do that, and we will stripe it and sign it so that it is very clearly reserved for loading. The movements through there are fairly slow and relatively well channelized so I don't think it is going to be other than the occasional fender bender if somebody tries to sneak around somebody who is not paying attention. I don't see it as problem. Town Manager Sawyer stated it actually looks like there is a ton of room there if that loading zone is wide enough for a tractor trailer to be parked there and maneuver. Mr. Duval stated they would only be conflicting with other people turning right there.

Mr. Duval stated I wanted to respond to a couple of other things that Mr. Stanford mentioned. We have already talked about the left turns at Cold Stream Park in other context so I think we have covered that enough. There are pluses and minuses to doing something more than we are showing there with that median. There is just not enough physical room to put anything other than 2-foot shoulders, which by the way are the existing shoulders out there. The shoulders now vary from 4 feet down to 2 feet, and in some cases actually even less than 2 feet, so you don't have a consistent shoulder other than 2 feet there. By reassigning that pavement to travel lanes to put room for a 4-foot median, there is just enough room to squeeze in that median with 2-foot shoulders. Beyond that you are talking about a whole sea-change in the cost and complexity of the project if you have to push back the sidewalk and the retaining wall on the left-hand side looking south and the improvements along Cold Stream and the retaining walls and the signage and embankment and plantings and mature trees on that side of the road. It is a whole different project and a lot of impacts to the abutters on both sides. I don't think this project is prepared to undertake that kind of an endeavor, so we are just proposing reassigning the existing pavement, there is enough room for the lanes we show plus a median, but it would require 2-foot shoulders. While we are on the subject of cost of these, we are still talking with staff about to what extent there can be credit for impact fees or to what extent and to what share this project would be responsible for the cost of some of these. That is a discussion we are having simultaneously with staff, and the last thing we want to do is add some more costs to these offsite improvements and make that a more difficult discussion. I think that covers everything that I was going to talk about.

Chairman Levenstein asked realistically what are you looking for tonight? Mr. Rice replied we came here tonight with the goal of getting the waivers approved so that they can progress with their leasing to get to a point where we can finish all of our stuff and to then bring the final product to you. Town Manager Sawyer stated we would have to take public testimony on any of the potential waivers before we could act on them. Chairman Levenstein stated the only waivers we haven't heard anything on are sign waivers. Mr. Rice stated I feel in order of importance it is probably the setback, signage, which I know we didn't have any discussion on signage yet, but I know Andrew Barresi has been working closely with staff, it is more to get a feeling of are the guidelines we have proposed and the general formatting something that is acceptable so that we can instruct people that this is what you can expect type of thing, followed by lighting and then landscaping. On the lighting one I know that there are actually three pieces. One is the architectural element associated with the cinema, which I think is going to take some more time just so we can provide some more data, but at least maybe on the small overhead line section and the light trespass over the property line.

Andrew Barresi, Roll Barresi & Associates, stated we prepared the documents that you have seen for site signage and tenant signage. There are two categories of signage, which are site and tenant signage. The distinctions are important as it relates to waivers because the site signage is something that the applicant will furnish and install, it is essentially free standing elements that are throughout the site that guide vehicles and pedestrians and provide identification and identity. Tenant signage will be designed, fabricated and installed by the individual tenants themselves, so what do we use to guide how that signage comes out. It is the tenant signage guidelines that we have prepared. In terms of the waivers that we are looking for, it would be for the actual signs that you are seeing that we are proposing for site signage and it is for the guidelines that we have prepared for the tenant signage because the only time you are actually going to see actual tenant

signage is when the tenants submit an application for a permit. That is kind of the cart before the horse sort of thing, so we are asking you to approve the horse in the form of the guidelines.

Mr. Barresi continued in terms of the site signage: Design-wise what we are proposing is a set of family of signs that like the architecture incorporate materials from the site and that you see in the architecture that try to break up the mass of these signs into components so that the structures are less massive and lighter. We are using stone and wood and metal panel and pattern motifs that you have seen in some of the architectural renderings. The first most important element, which I will discuss in detail, is the pylon sign. It is perpendicular to South River Road, it is double-sided, it is internally and externally illuminated, it is primarily to identify the property as well as eight primary tenants. The second element that we are proposing in tandem is the sculptural element that is posted. We have met with staff and understand that having two sorts of signs at this site is not desired. It was suggested maybe artwork, kind of meeting in the middle, with clearly an identity piece for the property but essentially a piece of sculpture. We think that like the project itself it is unique and a distinction and will help to create a sense of welcome and a landmark of sort we hope. Chairman Levenstein asked what is it made of? Mr. Barresi replied it is fabricated metal, and also the edges as you will see in a nighttime rendering we have prepared would be internally illuminated as well. The third element on South River Road is the entrance to Upjohn Street where we have a 2-part sign, rather than a single monolith, for the office building tenants and the potential hotel tenant. Then moving along Upjohn Street we have an identity monument for the hotel and likewise for the office building. Posted is a rendering of the entrance that you have seen and I think it is helpful to demonstrate the scale of these elements. I know there has been some concern raised over the scale of the pylon sign. It is actually only about 60 percent as large as the Bedford Mall sign, so we have reduced what we were originally proposing pretty significantly, and any smaller we would really get concerned about legibility with the tenant ID panels. I think we start to get into the law of diminishing returns at that point. But I think having these two in tandem create sort of a gateway of sorts that we are really interested in creating. For detail, it is dimensional letters for the logo, it is composite wood slating or rails to simulate wood, it is individual panels on a rail system that you see that sort of motif in the pergolas in some of the architecture, and it is this stone pillar, again it is double-sided. In reality these are just placeholders but they would probably be the tenant logos themselves using their colors on those panels. We had originally thought these maybe would be backlit panels, but I think in reality they will be opaque and these graphics would be what we call pushed through acrylic that are backlit so at night, as you see in this rendering, you would primarily just see the logos and the halo illuminated identity at the top. We would like to highlight features of the wall as well because we want to avoid what this looks like, which is just sort of logos floating, we want them to have a little structure behind them so they look grounded, but this is the type of lighting that we are looking at for the pylon sign.

Mr. Barresi continued again, the monument a fabricated metal and acrylic integrated with the wall sort of straddling it. We would have liked to push the wall out further into the easement but we understand that is not possible, and then at night we would have soft landscape lighting, sort of washing the front of them and a little bit of the wall, and then internally illuminated edges so the sides of the letters are lit. The reason we wanted to do that is at night to accentuate their dimension too. Sometimes when you light something it goes very flat so that lighting the edges internally we think is going to highlight the dimensional quality of the sculpture. Detail-wise on the Upjohn

Street entrance: Carrying the stone through, trying to break it up into separate pieces with push thru graphics for the tenants and the address, and then shown is the night rendering with a similar approach where it is primarily the logos or the names that will pop with some soft lighting for the wall, which will be double-sided and perpendicular to South River Road. There are similar types of signs as you go up Upjohn Street and you arrive at the hotel where we would like to provide some wayfinding to lobby check-in, and then when you have arrived at the office tenant confirming that you have arrived, with tenant spaces, and all of those would be similarly illuminated. We can go through these signs in detail but I just want to point out that we are proposing vehicle wayfinding around the site with our emphasis being getting you in, getting you into the parking in the cinema, internal to the site, and then helping to guide you out as you leave the site as well, trying to simplify the language, concentrating on Route 3, South River Road northbound, South River Road southbound, parking areas, and also truck deliveries and where they are to go. This is a simple design, a single charcoal post, and a double-sided bracket that is projecting off from the post. These are not illuminated; they would have reflective sheeting for the lettering that would be lit by headlights or by ambient light. At the entrances to the garage the primary entrance is identified by the P symbol, which is most recognizable, and at the various entrances overhead there is wayfinding indicating that this is the entrance to parking, but also, if it is egress out of the site giving you that information as well. Now shown is the entrance sign and here we are proposing that halo illumination that you saw on the logo on the pylon, so the back of the letter P will be illuminated. Posted now are the directional signs at the entrances to the garage. At the ground floor we would be sure that this has a clearance of at least 14 feet for trucks then go through the garage entrance.

Mr. Barresi stated on the cinema building facing Main Street, we would like to identify the site as well as the side of the garage that is facing I-293 by identifying Market & Main, and rather than introduce another tall pylon sign that is oriented to I-293, we would like to incorporate six of the primary tenants onto that side of the garage facing the highway. Then finally we are proposing wayfinding where we are proposing six kiosks at key decision points through the site. Those would be double-sided structures that are backlit like a display case type of structure with orientation on one side and probably advertising on the other, and then finally identity elements in the form of banners on some of the light poles throughout the site. These would be temporary banners, typical exterior grade vinyl banners.

Mr. Barresi stated this is a little bit more of a complicated story because it involves how you calculate the sizes and the different types of signs, but I will try to walk you through it, starting with the types of tenant signage that we are proposing. This is a unique project, it has all different kinds of tenants in one place, many different scales of tenants, different types of storefronts, and what these national brands have really come to expect is a variety of types of graphics and signage that they can present at their storefront. The first of those are what we call primary signs. This would be like a wall sign that you would see above the entrance typically, it is the primary identifier for the storefront, it could be flat with external illumination or it could be backlit like you see posted, dimensional letters, but no backlit sign panels mounted on fascia, these will all have individual dimensional elements of high quality or something on a canopy, letters mounted on canopies integrated with canopies, those can be externally illuminated or internally illuminated like the posted photo, again, all individual dimensional letters or logos. And a primary sign can

also be in the form of an awning like you see in these examples posted. Some of them for second story tenants can extend up onto the second story as well.

Mr. Barresi continued so how do we understand how big in terms of area and size that we are talking about. The current ordinance is about a calculation from the distance from the entrance of the property to the storefront multiplied by a factor. This is a site where not all the streets run parallel to South River Road, some of them run perpendicular and our distance is greater than 150 feet so that formula doesn't often apply here. We are proposing an industry standard for a project like this, which is to take the linear frontage of the actual storefront, multiplied by 1.5 and that gives you the square footage allowance for your primary sign. However, we also don't want those signs to be too big in relation to the storefront. That has to be tested against another factor, which is it can't exceed 25 percent of the wall area where that sign would go, and in most cases you are going to find it is less than the 1.5 times the linear frontage. In the documents that you have we have a chart for every single storefront elevation, and you can see the square footage that we are proposing for primary signs for each storefront.

Mr. Barresi stated the second kind of signage category is what we call supplemental. You will have a primary sign, and if you have a corner lot or you have a multi-sided building, you have up to two primary signs. In addition we are asking for supplemental signs, which are not covered in your ordinance, things like additional graphics on awnings. So you have a primary sign on a wall but you have awnings and you might want to put your logo on the awnings or a pattern or something like that or something affixed to the canopy or in many cases what we would like actually is for each tenant to have a single blade sign that is in the neighborhood of 3 feet x 4 feet or 4 feet x 4 feet, so that as pedestrians are walking along the sidewalk, they are seeing the stores as they proceed down the sidewalk. You can see in this photo we are asking for creative designs on these elements, things that have dimension, not just flat boxes, so that is a requirement that we are setting up in the guidelines. Then there are small things put on the glass. There is a variety of things that are available to tenants to create a dynamic and interesting storefront along the streetscape. Again, something different than what you are currently doing and isn't really covered, so that is why we are asking of this waiver not just on size but on the variety of types of signs that we are looking for. We also have set up in our guidelines very specific things you can't do. We want high-quality creative signage for these storefronts. Exposed raceways, neon, backlit boxes, non-dimensional things, all that kind of stuff are things that are prohibited in the guidelines as well. What we have done is to look at each and every elevation, we have a chart that you can see and it works like this: You have what the zoning allows in terms of square footage, in this case it is 89 square feet, then 1.5 times the frontage calculation, which is 90 square feet, so that is virtually the same. However, in this case a 90 square foot sign would be gargantuan on that storefront even allowed by Bedford code, so we have the wall area multiplied by 25 percent and that is actually the square footage allowed. So if you look at the actual elevation, hypothetically this storefront could say our primary sign is going to be our awning, it is going to be graphics on our awning, so the calculation there in that case is how big is your awning, which can't be more than 25 percent of the square footage of your awning and that is what that calculation is in this case. Plus, they are going to put some stuff on the windows and they are also going to get a little blade sign there. In this case they want to have it on the wall but this is a pretty small storefront with a wall area of 20.5 feet by 7.4 feet, which is 150 square feet, 25 percent of that is 38 square feet, so that is how big their wall sign is going to be. That is kind of how the calculation works. It is very different

from what you are doing now but it is fairly industry standard on a development like this, and for the most part many of these signs are facing internal to the property with the exception of Building C, which faces South River Road but it is set pretty far back, the exception being obviously Building A, which we can go to. The wall area for this is not this big giant area. We are suggesting the wall area is the rectangle and so 25 percent of that is about 130 square feet, which maximum gives you a sign about as big as I am showing. Now, the building is close to the road so if we were to use your code, that would be 32 square feet, which would result in a little sign on quite a large façade. So part of this is about not necessarily proximity to the road but here is this large building, this is kind of the size of the sign that would look appropriate for that scale building. That is generally how the signage guidelines function throughout the site. There are all sorts of conditions and part of the benefit of having a formula like this is that it pretty much addresses any condition. It is all about the linear frontage, the available area for the sign, and if you have second stories you are allowed graphics above.

Mr. Barresi continued I think before we end tonight we do need to look at the cinema and what we are proposing there. What is posted is the side that faces South River Road, so the calculation here is your wall sign area and multiplied by the linear footage that sign would really get quite gargantuan, so this is where the 25 percent rule comes in handy where it is something that is appropriately scaled for this façade. Chairman Levenstein asked what does the 25 percent come out to? Mr. Barresi replied that would be 731 square feet. In this case actually the linear frontage calculation is what governs. The linear frontage is 172 feet times 1.5 and that gives you 123 square feet, whereas the 25 percent rule in this case actually gives you a much larger sign, so the smaller number would govern. That is why we have both calculations. You first want to start with the linear frontage calculation, check it with the 25 percent, and whichever number is smaller is the one that you use. Chairman Levenstein asked how big of a sign would they then be allowed? Mr. Barresi replied the 258 square feet would give you a size in this rendering here about 45 feet x 5.8 feet. Chairman Levenstein asked our regulations would allow what for that one? Mr. Barresi replied 123 square feet, which would be 258 square feet compared to 123 square feet. Mr. Stanford asked could you slide over on the chart where the red value is and just speak to that. Mr. Barresi responded so you are allowed a primary sign Class A supplemental, which is 0.3 times the linear footage, so the total would be that which is shown. Mr. Stanford asked do you have a chart with all of them tallied up? Mr. Barresi replied I don't but we can combine these. Mr. Stanford stated it is helpful with the way you have laid it out. I am just wondering if you have a total number that you put together. Mr. Barresi stated we can. Ms. Hebert stated also talk about whether or not signs are allowed on all sides of the building. On Building A you showed the sign that would be south. Mr. Barresi stated with Building A what the guidelines limit you to is two primary signs and supplemental signs. With Building A we are suggesting a primary sign on the south facing side and the north facing side and then supplemental signage on these three faces as shown. That would be the primary sign, plus possibly a logo above the entrance so that we can mark the entrance significantly and then a blade sign. They may want to put a few things on the glass also. We are not proposing any signage on the west side and for the south side similar graphics. To the cinema, which I want to be sure we touch on. Posted is showing the canopy that Ms. Homich touched on before, and what we would like to do is integrate an LED lighting and message into that canopy fascia. For second story theaters like this that typically have a big marquee up on the second story telling you what movies are playing and times, we would rather bring that down to the pedestrian level and integrate it with the architecture so that it is not just a panel slapped up on a building.

Chairman Levenstein asked would that be moving? Mr. Barresi replied the only thing that would be moving would be the information. We would like to work with the tenant to be sure that it is not like a ticker tape, that it is a softer transition, more static than motion, but I think having the ability to display that information is really critical to their operation. Part of it is also that it becomes something that is really important to them, and then augmenting that with sort of traditional marquee lettering and blade sign that you often see at theaters. Again, I think from the renderings you can see that these types of elements really are facing internally to the property. You don't really see them until you are well within. I know this is a stretch for the Board in terms of allowing this sort of thing, but I think it is a critical element to the project.

Councilor Stevens asked at what other locations do you have the moving sign on a cinema? Mr. Barresi replied the particular tenant that we are looking at has them; I can't identify what theaters that relates to but it is something that they use at their theaters.

Mr. Fairman stated in your directional signs you didn't show any stop signs or speed limit signs on the roads. I assume that you would use standard signs for that and not anything else; because I would hope you would have both stop signs and speed limit signs inside. Mr. Barresi replied that is where the work of the engineer comes in. Those signs are being provided as part of the site plan.

Town Manager Sawyer stated I wanted to try and understand the wall graphics a little bit more. On some of the renderings I see hundreds of feet of wall graphics integrated into the architecture. Those are probably more in the perspective drawings and so forth or it may be in the architect's presentation. There were places where I saw big swooping graphics along walls, and I want to say it was Building C. What is your definition of wall graphic? I read what it says; it could be signs, but certainly the garage has it but I didn't think that was the only place. Mr. Barresi stated that is more of an architectural motif and not a sign. Town Manager Sawyer asked so you don't consider that part of your definition of wall graphics? Mr. Barresi replied no, not for tenant signage anyway. I can throw a hypothetical out there for you. Let's say we have a restaurant tenant, for example, taking Building B and let's say they have metal panels and the tenant in Building B has got these sort of funky murals that they do and it is definitely part of their brand, so we would consider that part of their graphics that they are proposing, which would be fine and which would be really cool and great but it would just have to fit within the parameters that we have established in supplemental signage. I think the other factor that is important to realize is ultimately you guys will have sign off authority on these things. Typically how it works at a development like this where the property owner is engaged in looking at signage proposals from tenants, we review them, make sure they conform to the guidelines and then send them onto you indicating we have reviewed these against the guidelines, they conform, but it is your discretion at that point. That is why at this stage we are looking for approval of the waiver on the guidelines so that at least your tenants understand what they can and can't do at this stage when they are considering whether they want to be a part of this project or not.

Vice Chairman Newberry stated that was a very good presentation that helped me understand a lot of what you are proposing. The further you go into the development the less problem I have with waivers. The fact that you have a guideline, I think, is something that I could support a waiver for. I do think that it is going to result in more signage on some of the buildings than we are accustomed to but I think this is also a pretty unique thing for this area, and we really don't have anything that

addresses this type of a development. Part of what I look at this as is a potential model for future developments of this nature. When you get further out toward the road, I am a little less inclined to support large waivers. I think the staff pointed out at your main entrance they were suggesting that it maybe be a little shorter than what you are proposing, but the basic sign from my perspective is something that is essential to your type of a development to make it clear to people what is there and how they get at it. The summary from my perspective is that I would pretty much support the waivers you are requesting for signage. Some of it as you get out toward the road I would like to see a little smaller than what you are proposing, but if you want my take on it, I would essentially support your sign waivers. Mr. Fairman stated I also can support them. I don't see any reason to reduce the pylon sign where the one up the street at the Bedford Mall is even taller than you are proposing, so I don't see why we need to reduce it further. You are 25 feet versus the 28 feet tall at the Bedford Mall. I think your size is very much in line with that, and I don't see any reason to reduce it further. So I support your sign waivers and I see no problem with the size at all. Mr. Barresi stated just so it is clear in terms of comparison, I know that the Bedford Mall sign was grandfathered in and maybe is not an example we want to be emulating, but we have taken measures to be sure that what we are proposing is in fact smaller, we have a drawing here that shows a 1-for-1 comparison of the overall sort of mass of the sign, which is about 60 percent of the total area of the Bedford Mall one. I think we have really done our best to address that concern. I think from just sort of a technical standpoint, like I said, the smaller you get with this stuff, it is set back from the center of the road close to 50 feet, it is going to be hard to read, particularly the tenant panels. We are unusual and that as sign designers we actually don't particularly think signs should be big and be the name of the game, but in this case something like this, which is set far back, has a lot of information on it, there is a minimum size that you really need to have in order for it to be legible. I think the scale of the site can support it.

Councilor Stevens asked is the double-M sign over the wall necessary? Are you looking to break up something aesthetically because of the building? I don't love the look of that sign, and if we are looking to reduce the number of signs because there are a lot of signs on this property, I would think that that would be something we could look at maybe getting rid of that. Mr. Barresi responded what we really wanted to do was kind of create a gateway of sorts. By that I mean you are sort of embraced as you come in. We originally wanted to have more of a site sign there that said Market & Main on top of the stonewall and have Bedford New Hampshire on the stone, and it was suggested that two signs is too many so maybe some art. We are trying to push the envelope a little bit in terms of art obviously and think that this sculpture is a nice compromise. But I understand your perspective and respect that. To us we think it is an important part. Again, we are trying to create something that is unique and fun and different. Councilor Stevens asked the signs on the light posts, are those going to be changing or will the sign remain the same? Mr. Barresi replied we also recommend that they get refreshed because they get tired after a while. It may change for events and things like that, but for the most part they will remain identity graphics.

Ms. Hebert stated I just wanted to caution the Board that you are being asked to approve a waiver on a building that you haven't reviewed completely. You haven't looked at the final architectural elevations for Building C, which is the cinema building, and the site identification signs on the parking garage. I don't have a great understanding of how that is going to look on all four sides, and I think the Board typically approves waivers together with the architecture. With that said, I think the tenant guidelines provide for some nice controls, especially on the quality of signs that

you will see on the site, but I know in my recommendations I was cautioning the Board on granting a waiver for a building that had not yet been approved. Mr. Barresi responded as I said, there will come a point in time where you are actually going to get the sign permit application for every building. Chairman Levenstein stated typically we don't. The Building Department gets those. I guess we could make it a condition of approval that we get them but then we are going to be seeing a million signs. Ms. Hebert stated I think if the waivers are approved, the process would be to apply for a sign permit through the Building Department. Mr. Barresi stated I think in terms of where we are in the process in the project, being able to let tenants know that they will be allowed to do X, Y and Z versus A, B and C is critical. It is kind of hard to move forward actually without letting them know what they will be permitted to do. While we are not asking for waivers for actual individual signs on architecture that isn't yet finished, we are asking for a waiver on the rules we have established in the guidelines so that we can let our tenants know what would be permissible. Ms. Hebert stated the changeable copy sign is not in the guidelines, it is a separate element. Mr. Barresi replied the changeable message sign and the large blade marque sign are two unique elements that aren't really covered by the guidelines, so those are unique elements. I think the intent, particularly with the canopy, is that we are definitely not asking for a big LED panel mounted up on top of a building or on the side of the building. We are looking to do something that is integrated, linear architectural so that is the concept.

Mr. Cote stated I have a question for staff. As far as the height of that pylon sign, do you know how high we have approved signs in the past? Ms. Hebert replied I would guess that the Bedford Mall sign is probably the tallest along that section of the corridor but we didn't approve that sign. There is nothing this tall but I will let Town Manager Sawyer speak on that also. Town Manager Sawyer stated the John Goffe's Plaza were 12 foot waivers. Mr. Cote asked they are proposing tonight 25 feet? Town Manager Sawyer replied yes. That has been one of the Planning Board's principal rules is those 10-foot signs have essentially been one of the golden rules that you have had for almost two decades now. There have been very, very limited waivers of that but this is a unique site. Vice Chairman Newberry asked roughly what is the height to the point where your tenant signs end? Mr. Barresi replied it is 25 feet to the top, so about halfway is going to be 12 feet, so you are looking at about 18 feet to the top of the tenant signs. Each one of these is 5 feet wide x 3 feet tall. Mr. Stanford stated can you post the picture from the roadway. Vice Chairman Newberry stated that sign is 25 feet total but the mass of it really is more like down around 12 – 15 feet. Town Manager Sawyer stated I think there is a little more landscaping in the landscape plan with trees that would be behind it and around it. I think this makes it look a little more isolated than it really is if the landscape plan is what I think you are going to do. Vice Chairman Newberry asked is that rendering to scale, both the structures and the sign? Mr. Barresi replied yes. It isn't exactly eyeballed but I think it is very close. Mr. Stanford stated that doesn't look as dramatic when it is set with the buildings. I always struggle with these because I like the idea of identifying sites, for instance the Market & Main. I always have trouble with the panels on the signs themselves, and I understand the retailers and the tenants, that is what is driving it because we have heard it before. From a driver standpoint I have an awful hard time seeing even those panel signs. I would much prefer to see Market & Main even if that was larger, get rid of those panel signs, and then I am okay with site signage internal once you get into the site. I certainly want to see good directional signs, which I think the directional signs within the site are pretty clear. That is just my personal preference. I will speak to one other aspect, which is the image or the MM sign. I am struggling with that one. When I initially saw it, I didn't like it, but the more you have talked

about it I understand the identity of it. I'm trying to look at this as a whole site and I'm struggling with some of the individual aspects of it. Mr. Barresi responded I think one aspect of the pylon sign for a site like this where a number of prominent tenants are kind of internal and you don't actually see them from the roadway, those are the guys really scrambling for a position on this sign. I think the other aspect of this where it is on a major road, the pylon sign can be important to capture people who didn't actually intend necessarily to stop but saw maybe there is a particular spot and says I could really use a burger right now and want to pull in. But it does need to be sufficiently scaled in order to be legible and that is why maybe it sounds like I'm being a bit aggressive on this one, but you do get into the situation where it gets to a scale where it doesn't function, so that is why we are pushing back a bit on this one. There is a development in Lynnfield where it is not really on a main road and you essentially go there with intent, it is not a drive-by situation. You don't really need a pylon sign because you already know what is there; you have made a decision to go, whereas something like this where you do get impulse folks. And I think in terms of a comfort level with what we are proposing with tenant signage, I do encourage you to go to other properties like this. Like Market Street in Lynnfield, like Portsmouth, there are developments in Burlington, the District and Third Avenue. Go visit them and see what you think. We are not proposing anything much different than those. Mr. Scanlon asked do you know if any of those locations you are suggesting might have a big cinema complex? Mr. Barresi replied I know there is one at Legacy Place in Dedham that has a pretty high-end cinema. There is The Street at Chestnut Hill that has a pretty high-end cinema. I don't know if they have LED signs on them or not.

Chairman Levenstein asked for comments or questions from the audience. There were none.

Chairman Levenstein asked are all of the waivers listed in the staff report? Ms. Hebert replied yes they are. I think I thought we were approving the building mounted signs with the architecture, so when I wrote up the waivers, it says to allow the additional free standing signage as presented in the sign package, so it wasn't clear to me that we would be approving the guidelines necessarily as a waiver or if it would be conditioned as part of the site plan. It may need some wordsmithing depending on what action the Board wants to take.

Chairman Levenstein stated I would like to go through them and then just vote on them. Town Manager Sawyer asked did you take the signs as outlined in the staff report, because I think there may be different opinions on some of the signs, which is on the page before the waivers. Ms. Hebert stated they are sign by sign in the staff report, and then I'm not sure how the guidelines fit in. Chairman Levenstein stated we can start with all of the setbacks.

MOTION by Councilor Bandazian that the Planning Board grant the waiver from Section 275-62(A) (Table 3) of the Zoning Ordinance, to allow approximately 84 percent impervious coverage where 75 percent impervious coverage is permitted. Vice Chairman Newberry duly seconded the motion. Vote taken; motion carried, with Mr. Fairman voting in opposition.

Councilor Bandazian asked if we grant a waiver and this is something that is still under discussion as I understand it subject to conditions that might be part of final approval, would that cover what staff needs to cover? Mr. Stanford responded I don't know if you are referring to the easement

area in front of the wall. Councilor Bandazian replied Building A and then the parking deck easement area. It seems like a work in progress. Mr. Stanford stated I think it is more the design elements of it, like the elevation of the grade where it matches into the wall. I don't know if the actual dimensions impact that though, but I am okay if you want to make it. You are probably covering all bases if you can add a little wordsmithing that gives some discretion within the design as you discussed. Chairman Levenstein stated we could just not approve the next setback listed in the staff report.

MOTION by Councilor Bandazian that the Planning Board grant the waiver from Section 275-62(A) (Table 3) of the Zoning Ordinance, to allow the following structure setbacks where a ratio of 1:2 is required for the front setback and 1:1 for the side setback, subject to any conditions imposed as part of final approval relative to Subparagraph a. and Subparagraph d. referring to the parking deck:

- a. Building A: To allow a front setback of 14.8 feet where 36 feet is required;**
- b. Building D: To allow a front setback of 20.7 feet where 60 feet is required;**
- c. Building J: To allow a rear setback of 19.5 feet where 73 feet is required;**
- d. Parking Deck (adjacent to building A): To allow a front setback of 8 feet where 24 feet is required and a side setback of 4 feet where 12 feet is required; and**
- e. Parking Garage: To allow a side setback of 4 feet where 20 feet is required.**
- f. Retaining Wall (adjacent to building A): To allow portions of the proposed retaining wall along the rear of the property to be taller than 6 feet and located partially within the rear setback.**

Town Manager Sawyer duly seconded the motion. Vote taken - all in favor. Motion carried.

Councilor Stevens left the meeting at 10:50 p.m.

Vice Chairman Newberry asked the signage guideline applies to the tenant signage and internal signage? Mr. Barresi replied the tenant signage guidelines refer to things that are on the tenants' storefronts. Vice Chairman Newberry stated site signage would be things like the MM sign out front, the pylon sign and then the other free standing sign to the south at Upjohn Street. Ms. Hebert stated it also includes the building mounted identification signs on the parking garage. Mr. Barresi stated it refers to the ground signs, directional signs. Vice Chairman Newberry stated it sounded like some position on the tenant signage is more significant at this point in time than necessarily the site signage. Mr. Barresi responded the tenant signage guidelines, things on storefronts is pretty critical in this stage of the project. Also is other site signage that may have tenant components, such as the pylon sign and this idea of the signage on the side of the garage are critical to tenants as well. I would say the pylon sign and the garage signs. Vice Chairman Newberry asked do we want to consider excluding specific signs for further discussion? Like the proposed signage on the garage, and I don't know if there are one or two site signs that the Board still isn't comfortable with and think needs further discussion. Do we want to consider excluding anything on the site signs. Mr. Fairman asked are we asking for any further information for any of those signs or is it just for us to think about them? I would think in that section if we put the word "site" between "freestanding" and "signage" that we cover the signs that are not related to any particular retail establishment, and then we approve the signs for each retail establishment as we see the architecture of the building with the sign on it, that this third motion be for the site signage. I am

taking the guidelines out of that particular motion. Chairman Levenstein asked if we didn't vote for a waiver, but if we just took a vote of the Board saying that we would support the tenant guidelines but not granting any particular waiver as of yet until we see the architecture, to make sure that the architecture and the waiver all match. Would that be of any help to you? Mr. Duval replied I know we have had this discussion with Mr. Robinson; we are at the point where we really need to provide reassurance to the tenants that they are talking with that the signage that is being presented to them will be acceptable to the Board. I know we are not going to approve the project tonight but at the very least if the site signage could be approved as presented. Chairman Levenstein stated I think the site signage is a different story; I am talking more about the tenant signage. Mr. Duval replied if the tenant guidelines could be approved as they stand, that would be very helpful and it still doesn't prejudice the Board from when it sees the architecture, seeing the actual tenant signs that are associated with that architecture, so you are going to get another bite at that apple as each building comes forward. The guidelines are really just to set the standards of expectation but the design of the actual sign will be back in front of this Board for separate approval. Ms. Hebert stated I think we have talked about coming back in two weeks also. Mr. Duval stated not for each tenant. Ms. Hebert responded or just to allow us a little more time to craft a motion. Chairman Levenstein stated if we made the motion and the tenant guidelines are approved, but that as part of our approval of the architectural, we are going to look at the individual signs to determine whether the actual sign is appropriate for that architecture. Mr. Fairman stated the waiver for each sign would be as part of the architectural approval for the building. We are not waiving each sign now, we are approving the guidelines but the waiver for each sign would be part of the architecture of the building. Ms. Homich stated I need to point out one thing about the timing of that; that won't quite work out the way you are thinking. We are the architects but we are not the tenants and the tenants do their own signage design based on what we draw as sort of their background, and what we will do as part of the approval with you is show our elevations with a zone, similar to what Mr. Barresi is already showing on his plans, where they can put their signs and where those limits are. We actually won't show the signage on our elevations physically until the tenant comes back with their final approval for signage independently from the architectural. Ms. Hebert stated and that is typical. Chairman Levenstein stated I don't think we need to see the actual wording on the sign or anything like that. We just need to see what the architecture is going to be like. Ms. Hebert added how big the box is in relation to the storefronts. Ms. Homich stated and our architecture isn't going to change drastically and actually the size of the boxes also won't change drastically. We are sort of limiting them to those zones that you are seeing in those guidelines. Ms. Hebert stated it could. We typically have a building approved before we grant a sign waiver. Ms. Homich stated we are trying to hold them as well to those parameters that are in the guidelines and they are not going to break those rules either. We don't want them to as well.

Vice Chairman Newberry stated I am okay with granting a waiver for the tenant signs based on the guidelines as presented. I haven't studied the guidelines in detail, but as it was presented, I didn't see anything that jumped out at me as not something we would want. Ms. Hebert asked are you including the cinema signs too? Vice Chairman Newberry replied no. As I said before, as you get into the site, I think there is more and more flexibility because this is such a unique situation and we really don't have anything existing that applies to this situation. Town Manager Sawyer stated I think I agree with what you are saying in that my concern has been Building A and whether Building A needs a little bit more restrictive covenants for the signage on Building A. Those would be the biggest signs next to South River Road that we would have in Town, and I personally

need a little more time to digest, if that is something I can support, the way it is currently drawn. It is right on the road and I am still trying to digest that one, and then all the additional signs that building potentially could have, the awning signs and so forth, again, all of those being right on South River Road. There is no awning shown on the architecture right now but there is nothing that wouldn't stop a tenant from coming back and putting awnings all across the edge of South River Road with graphics on it. I am struggling with Building A; the rest of the outlines I am comfortable with. I would probably, again, try and take some of the ground signs individually and talk about them individually but I am comfortable if the Board wants to do it all as one.

Mr. Stanford asked what about on the I-293 side of the garage? Is this not included in that or is it included? Town Manager Sawyer replied it is included. Chairman Levenstein stated I don't have much problem with that. Town Manager Sawyer stated it is a great set of sign standards and things like all the backgrounds being opaque, that is a Bedford standard that I would hope we would not be waiving, so I am glad you mentioned that all of the backgrounds would be opaque and having no raceways, that is a great architectural feature that really improves the look of the signs. I'm just concerned about Building A. Mr. Scanlon stated as a compromise, given the fact that there is some leniency being expressed by the Board, could we not move ahead on what appears to be a compatible set of suggestions from Mr. Fairman and Mr. Stanford and Vice Chairman Newberry. Chairman Levenstein stated we can do whatever we want. Mr. Scanlon stated I am just saying in return for that, can we exclude from that, at least for the time being, Building A and therefore address the concerns that Town Manager Sawyer has expressed. Mr. Duval stated if the guidelines were approved without accepting Building A, Building A is still going to come before this Board, and this Board would have the separate, independent ability to review whether Building A is acceptable. Vice Chairman Newberry stated right, but I don't think the Board can then say to Building A that you can't have awnings because the guideline already says they can have awnings. Mr. Duval responded I think you do. The guidelines are exactly that, they are guidelines and how they are actually implemented in a particular building I think this Board would still have that latitude. Mr. Scanlon stated rather than to defend that posture, we have a suggestion before you that leniency on the Board equates to an exclusion of Building A, at least for the time being. That gives you the progress and gives us the time to reflect on Building A. Mr. Barresi stated I understand that and appreciate it, but I do want to point out though that there are limits to what you can do on awnings, so it is not like Building A or any other building can come back and say we want to put a bunch of awnings up and they are going to be covered with graphics, there are limits. Chairman Levenstein stated we understand that. Town Manager Sawyer stated so maybe giving us a drawing of what Building A looks like with all of the potential stuff on it, might make me feel better, but, again, those signs are at least 50 percent bigger than any sign on the corridor that close to the road. I think the closest building otherwise are things like Outback and Carrabba's and the pet supply places and those signs. I think the largest one is the pet supply place at the Bedford Mall and I think that is maybe 50 square feet. The Outback signs are 32 square feet each, and this building is even closer to the road. Starbucks down a little bit, again, I think the biggest signs are 50 square feet; they may be only 32 square feet. Chairman Levenstein asked what are the signs over at Washington Place? Town Manager Sawyer replied on the buildings themselves they are 32 square feet. Chairman Levenstein stated and those buildings are a lot bigger than this. Mr. Barresi stated so approval of a waiver on the guidelines and in two weeks come back. Chairman Levenstein stated with regard to all buildings other than Building A. Mr. Barresi asked in two weeks can we revisit Building A? Chairman Levenstein replied if you can bring us

something. I think what we would be more receptive to is if you came back and asked for a waiver for Building A but specific to the guidelines, plus no more than whatever, whatever you come up with. I think Building A needs to be more restricted than it would be under the guidelines. The guidelines allow Building A too much. Mr. Scanlon stated and he could interact with staff during these next two weeks too on that issue. Vice Chairman Newberry stated Building A is right on the road so they have less of a visibility issue than some of the internal buildings. Mr. Barresi stated I think our only concern was that it is a fairly large building and the 32 square feet, the 50 square feet, and we will do renderings showing you what 32 square feet looks like and you can kind of get a sense of what we are talking about in terms of what is appropriate for the scale of this building, not necessarily what is legible from the road. Chairman Levenstein stated yes, do that. We have had that before and we have looked at them and said it works on this building.

Ms. Hebert stated I have to say one more thing about the changeable copy sign. That is a sign type that is not typically allowed in Bedford and it has been litigated by other communities in New Hampshire, and granting that type of sign with sort of this blanket waiver, I wouldn't recommend. I would recommend calling it out specifically and giving it some very specific reasons why you think it is appropriate at this site, and I think the Board talked about that. Just so that when you have the next waiver request when two businesses down the road decide they need one as well, you can look back at this motion. Town Manager Sawyer stated it was my understanding that the cinema sign wasn't in the guidelines package. Ms. Hebert responded it has just been unclear what is getting approved. Town Manager Sawyer stated I didn't believe the cinema changeable copy sign was in the guidelines package. Mr. Barresi replied the blade sign and the cinema sign are unique elements to this project, but they are not part of the guidelines. We will be seeking waivers for them specifically. Vice Chairman Newberry asked you are not looking for that tonight? Mr. Barresi replied it would be great if you could do that, we are in fact, but understand that it is a very sensitive issue and that approval of it would be couched with language that is very specific to this project and the reasoning behind it. I think it is a very positive that you are even considering it, so we would just like to let you know how important it is to the project so that as you are thinking about it, you will understand that. Chairman Levenstein responded my sense is that people don't really have a problem with, but I think Ms. Hebert wants to make sure that somebody else doesn't come along and have one blasting across South River Road. Mr. Barresi stated I think that is totally valid. I do just want to let you know that when we come back in a couple of weeks about Building A, it is still going to be about a fictitious tenant. Chairman Levenstein replied that is okay. Town Manager Sawyer stated we are talking number not tenant. I'd love to see the applicant propose some reasoning on the changeable copy sign for the Board to consider, plus the restrictions that you are talking about putting in place, how often it changes, and those kinds of things for us to consider. I am one person here; if the Board wants to vote, they can vote. Vice Chairman Newberry stated I think what Town Manager Sawyer is suggesting on the leaderboard sign, or whatever you want to call it, would be helpful, but from my perspective the fact that it is not visible off the site, I think is a major point in support of supporting a waiver for that specific sign because it does make it very clear that it is not visible other than within the site, and I think that is a key qualifier for that waiver.

MOTION by Councilor Bandazian that the Planning Board grant a waiver from Section 275-68 (B) (Table 6) of the Zoning Ordinance, to allow additional freestanding

site signage as presented in the Applicant’s Site Signage Package. Vice Chairman Newberry duly seconded the motion.

Mr. Cote asked what are we voting on? Chairman Levenstein replied we are voting on the site signage, which is everything but the building tenant signage. Mr. Cote stated that includes the pylon sign and the garage signs. Ms. Hebert stated it just says freestanding. Councilor Bandazian stated the banners, the directional signs, the signs that are in the site signage package. Chairman Levenstein stated the pylon signs also. Mr. Stanford asked the pylon signs out at South River Road? Chairman Levenstein replied yes. Before we vote, what is your feeling? Mr. Stanford replied I am not there on the MM sign, and I’m still struggling with the height. I guess I am going to vote nay. Mr. Fairman stated I will vote positive. I don’t see that any more information is going to help us. Mr. Cote stated I have concerns about the 25-foot high pylon sign. Councilor Bandazian stated the one that is 25 feet, I think, could be cut down a little bit, but honestly, I don’t think it is out of scale with the project either, so I could live with it. The MM sign is not aesthetically appealing to me, but that is okay, it doesn’t have to be. Vice Chairman Newberry stated I would support it in spite of having said that I thought the pylon sign should be a little lower. I think subsequent to that comment; we saw some more information that I am okay with supporting the freestanding site signs. Chairman Levenstein asked are people uncomfortable doing all of these together or do they want to do them separate? It looks like people are okay doing all the site signs together. Vice Chairman Newberry stated I am okay with that. Town Manager Sawyer stated I would like something that just clarifies that the backgrounds will be opaque. Right now I don’t believe that is on the drawings. We saw some night renderings. Mr. Barresi stated they will be opaque and that is not how it is described in the drawings, so we will amend that drawing to indicate that. Town Manager Sawyer stated if the motion could include the terminology that the backgrounds of the signs will be opaque in accordance with Town guidelines, I would appreciate it.

Councilor Bandazian and Vice Chairman Newberry accepted the amendment to the motion from Town Manager Sawyer to add “and the background of the site signs will be opaque in accordance with Town of Bedford guidelines.” Chairman Levenstein called for a vote on the motion as amended. The motion carried, with Mr. Cote and Mr. Stanford voting in opposition.

MOTION by Councilor Bandazian that the Planning Board grant a waiver from Section 275-68 (B) (Table 6) of the Zoning Ordinance limited to approval of the tenant guidelines for tenant signage as has been presented by the Applicant with a deferral of a decision on Building A, subject to submission of additional information by the Applicant on Building A. Mr. Cote duly seconded the motion. Vote taken - all in favor. Motion carried.

Chairman Levenstein stated we haven’t heard anything about lighting, so let’s skip that one. Town Manager Sawyer stated Mr. Rice did present it. Mr. Duval stated it was just light spill at adjacent parking lots and roadways. Councilor Bandazian stated I would defer the LED light strips. Town Manager Sawyer responded absolutely. Separate the site lighting from building lighting. Chairman Levenstein stated we will not deal with that yet because we are going to have to deal with the LED strips, unless you want to deal with them now. Vice Chairman Newberry stated I

thought Town Manager Sawyer had asked for a little more detail on this. Chairman Levenstein stated we will defer from voting on the lighting.

Chairman Levenstein stated landscape standards are next on the list of waivers. Vice Chairman Newberry stated I would like to hear just a little bit more about that. Chairman Levenstein stated we will defer the landscaping standards until the next meeting.

MOTION by Councilor Bandazian that the Planning Board grant a waiver from Section 326.3.1 of the Bedford Land Development Control Regulations, to allow the overhead utility line along Upjohn Street to be extended approximately 40 feet into the site. Mr. Cote duly seconded the motion. Vote taken - all in favor. Motion carried.

Vice Chairman Newberry stated on the MM sign, if you can do anything to play with the design of that a little bit, it might be nice. It comes across as kind of stark compared to the rest of the surroundings.

MOTION by Councilor Bandazian that the Planning Board table this application of Encore Retail, LLC to the September 26, 2016 Planning Board meeting, with this motion to serve as public notice. Town Manager Sawyer duly seconded the motion. Vote taken - all in favor. Motion carried.

- 3. Eversource Energy (Owner) – Request for final site plan approval for improvements to the Eversource Bedford Area Work Center to include a garage facility, paved stock area, and gravel emergency marshalling area at 12 Bellemore Drive, Lots 1-33-2 and 1-33-3, Zoned SI.**

A staff report from Mark Connors, Assistant Planning Director, dated September 12, 2016 as follows:

I. Project Statistics:

Owners: Eversource Energy Inc.
Proposal: Construction of a paved stock area, five-bay garage facility, gravel emergency marshalling center and associated site improvements
Location: 12 Bellemore Drive (Lots 1-33-2 and 1-33-3)
Existing Zoning: "SI" Service Industrial District
Surrounding Uses: Industrial uses, grocery store, vacant industrial land

II. Background Information:

Eversource Energy Inc. operates an Area Work Center at 12 Bellemore Drive in Bedford. This 15,000 square foot facility is one of fourteen such centers managed by Eversource across the state, and one of three in the Greater Manchester Region (other work centers are located in Derry and Hooksett). As New Hampshire's largest electric utility, Eversource utilizes these facilities as a base for employees and equipment and as a mobilization center for storm event response or other emergencies.

Eversource completed the Bedford Area Work Center, situated on a 6.74-acre parcel (Lot 1-33-3), in 2000. The facility includes an administration center, garage and secure paved stock area. During storm events, Eversource notes that it currently lines vehicles up along Bellemore Drive (a cul-de-sac accommodating industrial uses), as its current facilities are not sufficient to handle large mobilization efforts. The company recently acquired a neighboring parcel (Lot 1-33-2), comprising an area of 8.48 acres to accommodate the proposed expansion. This vacant lot has frontage both on Bellemore Drive and NH Route 114. Both parcels abut the Market Basket grocery store to the southeast and include wetlands on their eastern sides as Bowman Brook flows through the area.

Earlier this year, Eversource announced plans to close its Milford Area Work Center and assign the functions of that center to the Nashua and Bedford Area Work Centers. Due in part to the closure of the Milford Center and the limitations of the existing Bedford facility, Eversource proposes the site improvements outlined below.

III. Project Description:

Eversource proposes an expansion of its existing Bedford Work Area Center to include a five-bay 2,975 square foot garage facility, a one-acre gravel emergency marshalling area, and a 13,800 square foot gated paved stock area. The garage facility is proposed to replace an existing paved stock area at the site located at the rear of the existing facility. A new stock area is proposed to replace the existing one that will be lost due to the construction of the garage. The stock area will be located south of the garage in the rear of the property and would be located on Lot 1-33-2 recently acquired by Eversource. The stock area would be paved and gated and use the same access points to Bellemore Drive that the current Eversource facility utilizes. As a condition of approval, Planning Staff would recommend that Lots 1-33-2 and 1-33-3 be merged (Condition #5).

As an alternative to mobilizing utility crews and vehicles on Bellemore Drive during storm events and emergencies, the applicant proposes constructing a 45,230 square foot gravel emergency marshalling area adjacent to the work center. This area, located on Lot 1-33-2, would include a separate access point off of Bellemore Drive with a paved 15-foot apron. Like the Work Center's two other access points off of Bellemore Drive, the driveway would include an access gate outfitted with a Knox Box for emergency response. This lot would be utilized primarily by utility trucks and equipment and only during storm and emergency events.

Consistent with the applicant's stated purpose of the proposed emergency marshalling area, Planning Staff would recommend that use of the marshalling area be limited to mobilization efforts associated with storms or other emergencies and not for vehicle or equipment storage, parking, or other uses (Condition #6).

Architecture

The garage facility is proposed as a utilitarian industrial structure generally consistent with the appearance and architecture of the Bedford Area Work Center. The facility will include a mono-pitch roof design, ribbed metal panel siding and stand 20 feet tall. A grey exterior color scheme

and white roof is consistent with the exterior color of the existing Eversource structure. Since the garage is located near the rear of the property in a fenced area at the end of an industrial cul-de-sac, it should not be a very conspicuous facility.

Environmental

Of the 15.2 acres between the two parcels, a total of 3.3 acres will be disturbed to accommodate the proposed improvements. Eversource filed for an Alteration of Terrain permit currently under review with the NH Department of Environmental Services on August 1, 2016 to disturb approximately 144,021 square feet of earth at the site to make way for the proposed improvements.

Bowman's Brook runs along the eastern and southern peripheries of the two parcels in question. A conservation easement held by the Town encumbers the property and protects Bowman Brook. None of the proposed work impacts the easement. None of the proposed work is located within the 100-year floodplain.

An open drainage system is proposed to capture runoff from the site for this project. Two bio-retention are proposed to maintain existing recharge levels and pollutant removal is achieved by the filtering media as well as biological uptake from plantings. An analysis by TFMoran indicates no increase in the peak rate of runoff at discharge points from the project site and the volume of runoff recharged to the aquifer has been maintained for the total site. A conservation easement held by the Town encumbers the property and protects Bowman Brook. None of the proposed work impacts the easement.

A Soils Survey indicates that approximately two-thirds of the site is loamy sand with low runoff potential and high infiltration rates (Hydrologic Soil Group A). Approximately 30 percent of the site is HSG B with moderate infiltration rates and 4 percent HSG C with low infiltration rates.

Landscaping

Eversource proposes the planting of a single October Glory Red Maple, two Norway Spruce, two White Pine, and three White Spruce trees along the entrance to the new driveway proposed to serve the emergency marshalling area. Bio-retention plantings will include groupings of Speckled Alder, Bailey Dogwood, and Heavy Metal Switch Grass. At the request of Planning Staff, Eversource added a line of White Pine trees along the western periphery of the site to ensure the facility is screened from NH Route 114. No other plantings are proposed.

Traffic/Trip Generation

The applicant estimates a total of six full-time employees will be relocated to the Bedford Area Work Center due to the closure of Eversource's Milford facility. According to Eversource, these employees will work primarily in the field and only remain at the facility for the first 15 minutes and final 15 minutes of their shifts. Additionally, their work shifts will be off-peak between the hours of 7 a.m. and 3:30 p.m.

According to an analysis by TFMoran Inc., the traffic impacts from this project will be relatively minor as new trips will occur outside the traditional peak periods and relatively few employees in total will be relocated as a result of the site expansion. No negative impacts to the surrounding roadway network are forecast. The Town's engineering consultant, VHB Inc., concurred with these findings.

Lighting

The applicant proposes wall-mounted exterior lighting on its proposed garage facility and pole-mounted lighting fixtures along the peripheries of the proposed stock area and emergency marshalling area. The pole mounted light fixtures will stand approximately 23 to 24 feet above grade with a 3' concrete base and 20' light pole. A total of nine pole-mounted light fixtures are proposed for the site as well as five wall-mounted fixtures. A lighting plan submitted by TFMoran indicates that illumination from the exterior lights should be self-contained within the site boundaries. All exterior lighting will be downcast consistent with Town regulations.

IV. Waiver Requests:

The Applicant has requested a waiver from the following sections of the Land Development Control Regulations (see attached letter from TFMoran):

1. *Section 317.1.11 to waive the requirement to provide a High Intensity Soil Survey (HISS).*

The applicant proposes to utilize Site Specific Soil mapping as an alternative to HISS, which is required to obtain a NHDES Alteration of Terrain permit, of which the applicant has already applied for. Since Site Specific Soil mapping should provide the same information with a higher level of accuracy, Planning Staff does not object to this waiver request.

V. Staff Recommendations:

The Planning Board needs to vote on whether or not to grant the waiver from the Bedford Land Development Control Regulations for Section 317.1.11 to waive the requirement to provide a High Intensity Soil Survey (HISS).

Staff is recommending that the Board grant the waiver to Section 317.1.11 of the Land Development Control Regulations.

The Planning Staff recommends that the Planning Board grant final site plan approval for Eversource Energy Inc., Lots 1-33-2 and 1-33-3 as shown on plans by TFMoran, Inc. last revised August 24, 2016, with the following precedent conditions to be fulfilled within one year and prior to plan signature:

1. *In the event that the Planning Board approves a waiver to Section 317.11.1 of the Land Development Control Regulations, the plan shall be updated to list the waiver granted as approved.*
2. *The Director of Public Works and the Planning Director shall determine that the Applicant has addressed all remaining technical review comments to the Town's satisfaction.*

3. *The Applicant shall submit any outstanding engineering review fees to the Department of Public Works.*
4. *The NHDES Alteration of Terrain permit shall be obtained and the permit number shall be noted on the plan.*
5. *The Applicant shall file a voluntary lot merger to consolidate Lots 1-33-2 and 1-33-3 prior to plan signature.*
6. *The Applicant's use of the emergency marshalling area shall be limited to mobilization efforts associated with storm or emergency events and not for or equipment storage, parking, or other uses. A note indicating such shall be included on the plan.*
7. *Arrangements shall be made with the Planning Department regarding payment and coordination of third party inspections.*
8. *Prior to commencement of work, a pre-construction conference shall be held with the Planning, Building, Fire and Public Works Departments.*
9. *Prior to the issuance of a certificate of occupancy or use of the site, all site improvements depicted on the plan shall be completed.*
10. *Prior to commencement of work, a performance guarantee in an amount approved by the Town for onsite maintenance of erosion and sedimentation controls shall be placed on file.*

Nick Golon, T. F. Moran, and Patrick Sullivan, Eversource Bedford Area Work Center Supervisor, were present to address this request for a final site plan approval. Mr. Golon stated we are here in regard to a proposed project. It has really come about as the Milford Area Work Center is being closed, we have some line trucks that need to be reallocated and they are coming to Bedford, so we need to make a home for them. We are proposing a 5-vehicle carport on a lot that is adjacent to the existing Eversource Area Work Center that is located at the very end of Bellemore Drive, with an address of 12 Bellemore Drive. As far as zoning, there are no concerns, conditions or otherwise in regard to that. In regard to the site plan itself, what we are going to do is propose the carport be located as shown on the posted plan, within an area of paved stock. In that we are going to displace this area shown of paved stock, what we need to do is find a new home for that, so we are going to build a new paved stock area just off from that, which would be as is shown on the posted plan. With the displaced area being taken care of, there is also another component of this project that has really been seen as a necessity and that is creating an emergency marshalling lane area. If you are not familiar with the current practices in emergency response, but are they essentially lining up their vehicles on Bellemore Drive. That is not the best practice, it has worked, but being that they have had the opportunity to purchase the land adjacent provides a much better opportunity, a much more streamlined perspective for being able to marshal their vehicles and their resources in responding to a storm. Within the Planning staff report there was a requested note to be placed on the plan and that is in fact what it is for. We are not looking to store things out there or otherwise, we accept that condition wholeheartedly. The intent, again, for that area it is an emergency marshalling area. We have our 5-bay carport that is about 3,000 square feet, the paved stock area is just under 14,000 square feet and then the emergency marshalling area itself, which is just over 45,000 square feet. It provides them with the area that they need in order to get

our power back on. The entrance to the emergency marshalling area will be off from the end of Bellemore Drive, with a gate, and Knox Box. We had the opportunity to review this with police and fire to make sure there weren't any concerns with how emergency response would be handled on their end. There is no new building on this adjacent lot so it wasn't perceived as being an issue. Relative to the site plan application as a whole: we would be proposing to consolidate these lots after we are done just to remove any ambiguity there as to what is being proposed.

Mr. Golon continued normal site related items that we will discuss are, we are extending the existing electricity to the building, otherwise there are no other utilities needed, it is a carport, so it is a fairly utilitarian structure, the construction of which matches fairly concisely to the existing area work center. It will be a consistent utility type building out there. Its location relative to points of public access are essentially nil, so you are not really going to be looking at this from anywhere. It should not be too much of a concern with regard to the aesthetics but it is consistent with what is out there now. There will be site lights dotted around the emergency marshalling area, the idea really being if your lights are off, those lights are on, otherwise they are dark. It is an emergency marshalling area and otherwise wouldn't need to be lit. The paved stock area does contain some valuable equipment and resources so that area does stay lit, similar to the existing paved stock area. From a grading and drainage perspective, that adjacent lot that I mentioned where we are going to build the emergency marshalling area and the paved stock, we are going to do some grading modifications to raise that grade, allow it to sheet across, and stormwater would then be contained within a low impact development criteria. That stormwater management is a bioretention area. We do have some high groundwater so we were a little bit limited in our engineering tool belt as to what various stormwater management devices we could use. Given the limited sediment load and use of this area, it didn't make sense to go to something like a constructed wetlands or otherwise where we would have difficulty maintaining it. This is a very practical solution for stormwater for this type of facility. These bioretention areas will handle the stormwater management from the vast majority of the area of development, the carport itself will have a pitched roof that drains to the back, there is an existing stormwater management basin back there that we are going to expand that will accommodate any additional runoff that would be perceived, but the reality being it is paved now, it is going to be an impervious roof, there is really no change in the runoff with that area. That is just an added feature to make sure that we are consistent with the requirements of the regulations.

Mr. Golon continued from a landscaping perspective, there are some new trees and shrubs that are being proposed along Bellemore Drive just to try to brighten up the area, and then we have an area of white pines that are going to provide some supplemental screening that was requested by Town staff. The only other landscaping that would be incorporated is within the bioretention area itself, and those are providing really a stormwater management practice in itself with some heavy metals uptake that provides an added benefit to the use of a bioretention area.

Mr. Golon stated I had mentioned previously as far as the locations of the lights, we will have lights on the carport, no light trespass onto adjacent properties, and posted is a shot of what the carport will look like with neutral tones. It is my understanding that there are no outstanding comments from Planning staff, from VHB, traffic impacts are nil in that we will have six new employees but that takes place during off-peak times, so there are no impacts to the peak hours.

Mr. Golon stated there is one waiver requested and that is for the HISS mapping. We went out and did site specific soils mapping, which is more accurate, and that was done because it is required for the Alteration of Terrain permit that we did submit and is pending, versus HISS mapping, which wouldn't provide that ancillary benefit.

Vice Chairman Newberry asked will the stock area have anything that has potential for hazardous spillage? Mr. Sullivan replied there is some oil filled equipment but it is what we have in the existing stock area, so it is shifting what we already have. Mr. Golon stated so nothing new. Vice Chairman Newberry asked and the 5-bay structure is just for storage or is there maintenance done there? Mr. Golon replied it is just for the storage of vehicles, provides an environmentally safe location for the vehicles.

Chairman Levenstein asked for comments or questions from the audience. There were none.

MOTION by Mr. Cote that the Planning Board grant the waiver from the Bedford Land Development Control Regulations for Section 317.1.11, to waive the requirement to provide a High Intensity Soil Survey (HISS). Councilor Bandazian duly seconded the motion. Vote taken - all in favor. Motion carried.

MOTION by Mr. Cote that the Planning Board grant final site plan approval for Eversource Energy Inc., Lots 1-33-2 and 1-33-3 as shown on plans by T. F. Moran, Inc. last revised August 24, 2016, with the following precedent conditions to be fulfilled within one year and prior to plan signature:

- 1. In the event that the Planning Board approves a waiver to Section 317.11.1 of the Land Development Control Regulations, the plan shall be updated to list the waiver granted as approved.**
- 2. The Director of Public Works and the Planning Director shall determine that the Applicant has addressed all remaining technical review comments to the Town's satisfaction.**
- 3. The Applicant shall submit any outstanding engineering review fees to the Department of Public Works.**
- 4. The NHDES Alteration of Terrain permit shall be obtained and the permit number shall be noted on the plan.**
- 5. The Applicant shall file a voluntary lot merger to consolidate Lots 1-33-2 and 1-33-3 prior to plan signature.**
- 6. The Applicant's use of the emergency marshalling area shall be limited to mobilization efforts associated with storm or emergency events and not for or equipment storage, parking, or other uses. A note indicating such shall be included on the plan.**
- 7. Arrangements shall be made with the Planning Department regarding payment and coordination of third party inspections.**
- 8. Prior to commencement of work, a pre-construction conference shall be held with the Planning, Building, Fire and Public Works Departments.**
- 9. Prior to the issuance of a certificate of occupancy or use of the site, all site improvements depicted on the plan shall be completed.**

10. Prior to commencement of work, a performance guarantee in an amount approved by the Town for onsite maintenance of erosion and sedimentation controls shall be placed on file.

Vice Chairman Newberry duly seconded the motion. Vote taken - all in favor. Motion carried.

Ms. McGinley returned to the meeting

5. The Planning Board will review and comment on the proposed Capital Improvements Plan (CIP) for 2017.

Chairman Levenstein asked how much longer do we have to make our comments on the CIP? Town Manager Sawyer replied tonight was pretty much it. It has to be presented to the Town Council in 16 days. Chairman Levenstein stated if anybody has comments, they can forward them to Town Manager Sawyer or contact him directly by phone.

V. Approval of Minutes of Previous Meetings:

MOTION by Councilor Bandazian to approve the minutes of the August 15, 2016 Planning Board meeting as written. Mr. Scanlon duly seconded the motion. Vote taken; motion carried, with Chairman Levenstein and Vice Chairman Newberry abstaining.

VI. Communications to the Board: None

VII. Reports of Committees: None

VIII. Adjournment:

MOTION by Vice Chairman Newberry to adjourn at 11:26 p.m. Ms. McGinley duly seconded the motion. Vote taken – all in favor. Motion carried.

Respectfully submitted by
Valerie J. Emmons